



■ FOR LEARNING ■ FOR LISTENING ■ FOR LIFE

ACRP Board of Trustees Meeting

February 8, 2020

8:30 a.m. – 3:00 p.m. ET

(breakfast is included with your hotel room)

ACRP Office

99 Canal Center Plaza, Suite 150

Alexandria, VA 22314

ACRP Board Dinner • Friday, February 7, 6:00 p.m.

Oak Steakhouse • 901 N St Asaph St., Alexandria

Business Casual • Meet in Hotel Lobby at 5:45 p.m. to Walk to Restaurant

AGENDA

- | | |
|-------------------------|--|
| 8:30-8:45 a.m. | Call to Order, Paul Evans, PhD, Chair <ul style="list-style-type: none">• Introductions• Approval of Minutes of December 11, 2019 |
| 8:45-9:30 a.m. | Reading Non-Profit Financial Documents, John Neal, CPA (Inactive), BS, CRCP, Immediate Past Chair |
| 9:30-10:00 a.m. | Treasurer's Report, David Morin, MD, FACP, CPI, FACRP, Treasurer <ul style="list-style-type: none">• Financial Statements as of November 30, 2019 and Flash Report, Andy Powell, CPA, Partner, Sikich LLP• Audit Report, Jim Kremidas, Executive Director• Investment Update, Jim Kremidas• Signatory Authorization Resolution |
| 10:00-10:15 a.m. | Break |
| 10:15-10:45 a.m. | Executive Director's Report, Jim Kremidas <ul style="list-style-type: none">• 2019 Accomplishments• 2020 Objectives• CITI Strategic Alliance• CTSA Alliance/Grant• Saudi Arabia Conference• Dues Increase Update• PWA Update• Update on New Training & Development Platform• Annual Conference Schedule (draft) |



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10:45 a.m.-Noon	ACRP Mission and Position Statements, Paul Evans and Jim Kremidas <ul style="list-style-type: none">• Board Member Ambassador Role• ACRP Core Values Policy
Noon-12:45 p.m.	Lunch
12:45-1:30 p.m.	Alliance Update, Timothy R. Franson, MD, David Zook, and Matthew Rubin, Faegre Baker Daniels Consulting
1:30-2:30 p.m.	Committee/Board Liaison Reports <ul style="list-style-type: none">• Executive Committee, Paul Evans• Academy Board, Glenda Guest, RQAP-GCP, CCRA, ABoT Liaison• Governance Committee, Ernest Prentice, PhD, Chair<ul style="list-style-type: none">○ Board Needs Assessment (2021 Slate)○ Triennial Bylaws Review○ Proposed Policy Revisions to Clarify Nominations Process<ul style="list-style-type: none">– Recusal from Trustee Nomination Process– Nominations and Elections Policy– Nominating Committee Charge– Leadership Responsibilities Description – all Trustees– Bylaw Pertaining to Nominations• Nominating Committee, John Neal, ABoT Liaison• Content Committee, Anne Blanchard, CCRA, ABoT Liaison• Professional Ethics Committee, Christy Herz, Director of Governance
2:30-2:45 p.m.	Membership Reporting Dashboard Demonstration, Kevin McCourt, Chief Operating Officer
2:45-3:00 p.m.	Executive Session
3:00 p.m.	Adjourn









Next Meeting Date: March 17, 2020, 1:00.- 3:00 p.m. (Webex)

Board of Trustees: Paul Evans (Chair), Erika Stevens (Vice Chair), John Neal, (Immediate Past Chair), David Morin (Treasurer), Catherine Shuster (Public Member), Sergio Armani, Anne Blanchard, Christina Brennan, Jennifer Byrne, Elisa Cascade, Deborah Driscoll, Glenda Guest, Virginia Nido, Ernest Prentice; Christine Senn











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2020 ACRP Board of Trustees

	<p>Chair Paul Evans, PhD President and CEO Velocity Clinical Research 807 E Main Street Suite 6-100 Durham, NC 27701 Tel: 919 949-9182 pevans@velocityclinical.com 1-Year Term EC, FC</p>		<p>Vice Chair Erika Stevens, MA Principal Recherche Transformation Rapide, LLC 26 Sunflower Circle Lumberton, NJ 08048 Cell: 646-660-0000 erikastevens1@gmail.com 1-Year Term EC, FC, GC</p>
	<p>Immediate Past Chair John Neal, CPA (inactive), BS, CRCP Founder and Chairman PCRS Network, LLC 9724 Panorama Cliff Drive Las Vegas, NV 89134 Tel: 307-459-0330 Cell: 619-846-7356 nealjp@protonmail.com 1-Year Term EC, GC, NC*</p>		<p>Treasurer David Morin MD FACP CPI FACRP Director of Clinical Research Holston Medical Group Sites Founder and CEO, SiteOptex Software 105 W. Stone Drive, Ste. 3B Kingsport, TN 37660 Tel: 423-857-2789 Cell: 423-797-1590 dmorin@onepartner.com 1-Year Term (Treasurer) Third Term Expires 12/31/2021 EC, FC</p>
	<p>Secretary (non-voting) Jim Kremidas Executive Director, ACRP 99 Canal Center Plaza, Suite 150 Alexandria, VA 22314 Tel: 703-253-6278 jkremidas@acrpnnet.org 1-Year Term</p>		<p>Public Member Catherine Shuster, BS, MS, BChE 11722 Briarwood Circle Unit 3 Boynton Beach, FL 33437 Cell: 760-413-8326 catcgs1@gmail.com First Term Expires 12/31/2021 GC</p>
	<p>Sergio Armani VP Business Development & Strategic Account Services Advarra IRB 1615 Green St, Unit 3 Philadelphia, PA 19130 Tel: 513-794-5780 Cell: 484-347-6429 sergio.armani@advarra.com First Term Expires 12/31/2021 FC</p>		<p>Anne Blanchard, CCRA Virrey del Pino 3865, CABA, Buenos Aires, (1430) ARGENTINA Tel: 54 1145524761 Ab Blanchard6@icloud.com Second Term Expires 12/31/2020 GC, CC*</p>



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	<p>Christina Brennan, MD, MBA, CCRC Vice President, Clinical Research Northwell Health Office of Clinical Research 1981 Marcus Avenue, Suite E110 Lake Success, NY 11042 Tel: 516-881-7035 Cell: 917-939-6414 cbrennan@northwell.edu First Term Expires 12/31/2021 GC</p>		<p>Jennifer Byrne CEO and Co-Founder Javara 486 North Patterson Ave., Suite 201 Winston-Salem, NC 27101 Tel: (334) 355-5551 Cell: (336) 414-0814 jbyrne@javararesearch.com Second Term Expires 12/31/2021 FC</p>
	<p>Elisa Cascade, MBA Chief Product Officer DrugDev, an IQVIA company 1170 Devon Park Drive Wayne, PA 19087 Tel: 703-597-6642 elisa.cascade@iqvia.com Second Term Expires 12/31/2021 NC</p>		<p>Deborah Driscoll Vice President Quality Assurance Merck & Co. Inc. PO Box 2000 RY80K-107 Rahway, NJ 07065 Tel: 917-912-1390 deborah.driscoll@merck.com First Term Expires 12/31/2021 FC</p>
	<p>Glenda Guest, RQAP-GCP, CCRA Norwich Clinical Research Associates Ltd. and Assured of Quality Consulting & Training 3401 Ancient Trail Flagstaff, AZ 86005 Cell: 607-226-3569 gmg@ncra.com Third Term Expires 12/31/2020 AC</p>		<p>Virginia Nido, MS Global Head, PDIC Product Development Industry Collaborations Genentech, A Member of the Roche Group 1 DNA Way South San Francisco, CA 94080 US Mail Stop 357F Tel: 510-427-3360 nido.virginia@gene.com Second Term Expires 12/31/2021</p>
	<p>Ernest D. Prentice, PhD Professor Emeritus Department of Genetics, Cell Biology and Anatomy University of Nebraska Medical Center 987830 Nebraska Medical CT Omaha, NE 68198-7830 Tel: 402-661-0046 Email: edprenti@unmc.edu Second Term Expires 12/31/2020 GC, NC</p>		<p>Christine Senn, PhD, CCRC, CPI, ACRP-CP, FACRP Chief Implementation and Operations Officer, IACT Health 800 Talbotton Road Columbus, GA 31904 Tel: (706) 596-5420 csenn@iachealth.com First Term Expires 12/31/2020 GC</p>

Committee Appointments

AC ABoT Liaison to the Academy
CC Content Committee
EC Executive Committee

FC Finance Committee
GC Governance Committee
NC Nominating Committee

*ABoT Liaison to Committee

MINUTES
BOARD OF TRUSTEES
ASSOCIATION OF CLINICAL RESEARCH PROFESSIONALS
ALEXANDRIA, VA
DECEMBER 11, 2019

Pursuant to notice duly given, John Neal, Chair, called to order, a meeting of the Association of Clinical Research Professionals (ACRP) Board of Trustees on Wednesday, December 11, 2019, at 2:03 p.m. ET.

Trustees Present: John Neal, Chair; Paul Evans, Vice Chair; Erika Stevens, Treasurer; Guy Iannuzzi, Public Member; Anne Blanchard; Jennifer Byrne; Elisa Cascade; Glenda Guest; David Morin; Virginia Nido; Ernest Prentice; Christine Senn

Trustees Absent: Kathy Kimmel, Immediate Past Chair

Others Present: Jim Kremidas, Executive Director and Secretary; Kevin McCourt, Chief Operating Officer; Beth Harper, Workforce Innovation Officer; Christy Herz, Director of Governance; Andy Powell, Partner, Halt Buzas & Powell, Ltd. (Partial Attendance)

APPROVAL OF MINUTES

Action No. 1: Motion was made by Mr. Iannuzzi, seconded by Ms. Guest and carried unanimously, approving the November 16 meeting minutes.

A copy of the November 16, 2019 meeting minutes is attached as Exhibit A.

GOVERNANCE COMMITTEE REPORT

Ernest Prentice, Governance Committee Chair, reported that the committee is working on revisions to nominations and elections process policies and will propose changes at the next Board meeting. He reported that the Governance Committee is recommending continuing elections via a slate of candidates, rather than for individual candidates. Discussion ensued and it was determined no vote was necessary as no motion was made to act contrary to the Governance Committee's recommendation.

SECRETARY APPOINTMENT

Action No. 2: Motion was made by Dr. Evans, seconded by Ms. Guest and carried unanimously, appointing Jim Kremidas as Secretary of the Board of Trustees for the 2020 year.

BOARD MEETING ASSESSMENT

The results of the November 2019 Board Meeting Survey were discussed.

A copy of the survey results is attached as Exhibit B.

TREASURER'S REPORT

Erika Stevens, Treasurer, presented financial statements as of October 31, 2019 and a Flash Report as of November 30, 2019. Jim Kremidas, Executive Director, reported that an estimated IRS Form 990 was filed for the organization for 2018 by the November 15 deadline and will be amended when audited financial statements are available. Halt Buzas & Powell provided the financial documents necessary for the 2018 audit to the audit firm this week. Mr. Kremidas will ask the audit firm to provide a report at the February 2020 Board of Trustees Meeting.

Mr. Neal volunteered to do a presentation for board members on reading non-profit financial statements at the next meeting.

A copy of the Financial Report is attached to these minutes as Exhibit C.

2020 BOARD AND COMMITTEE APPOINTMENTS

Paul Evans, Vice Chair, presented recommended 2020 board member appointments to committees (Executive, Finance, Governance, Nominating and Board Liaisons to the Academy Board and Content Committee). He also presented proposed committee rosters (Content, Ethics, Nominating) for 2020.

Action No. 3: Motion was made by Mr. Iannuzzi, seconded by Ms. Guest and carried unanimously, approving 2020 Board appointments and Committee rosters.

Copies of the board appointments and committee rosters are attached to these minutes as Exhibit D.

ACRP CORE VALUES, VISION, & MISSION

Guy Iannuzzi, Public Member, gave a follow-up presentation to the November board meeting discussion on ACRP's core values, vision and mission messaging. He presented recommendations for additions to ACRP's current messaging. Board members provided suggestions. He will make changes to the proposed messaging to be presented at the February Board meeting.

Copies of ACRP's values statement and Mr. Iannuzzi's presentation are attached as Exhibit E.

COMMITTEE/BOARD LIAISON REPORTS

On behalf of the Ethics Committee, Christy Herz, Director of Governance presented proposed changes to the Code of Ethics and the Discipline and Complaints policies for board approval. Discussion ensued and Dr. Morin and Ms. Guest will send suggested edits and comments on the documents to Ms. Herz to forward to the committee for consideration.

Glenda Guest, Board of Trustees Liaison to the Academy Board, reported that the Academy's next meeting is December 17.

A copy of the proposed ethics policy revisions is attached as Exhibit F.

Written annual reports of the Ethics and Content Committees are attached as Exhibit G.

EXECUTIVE DIRECTOR'S REPORT

Mr. Kremidas provided an update on APCR's request to rejoin ACRP. Dr. Morin, Dr. Prentice and Dr. Evans volunteered to attend a meeting with APCR to discuss this topic.

Mr. Kremidas provided an update on annual meeting plans. 2020 Board members should plan to attend the Board of Trustees meeting in Seattle on April 30 as well as the May 1- 4 conference.

The Saudi Arabia training event originally planned for January has been moved to June to allow time to obtain Saudi Arabian government approvals of the event.

ACRP's Bylaws note that the Bylaws should be reviewed every three years. The Board asked the Governance Committee to undertake that review and bring proposed changes to the full Board of Trustees.

There being no further business, the meeting adjourned at 3:27 p.m. ET.

Respectfully Submitted,

A handwritten signature in dark ink, appearing to read "JP Kremidas", is written over a light gray circular stamp.

Jim Kremidas
Executive Director and Secretary



Association of Clinical Research Professionals & Affiliate
Consolidated Financial Statements and
Monthly Dashboard Reports
November 30, 2019
(Unaudited)

Association of Clinical Research Professionals & Affiliates

Consolidated Financial Statements For the eleven months ended November 30, 2019 Financial Summary

	Nov 30 2019	Nov 30 Budget	Favorable/ (Unfavorable) Variance
Change in Net Assets (operations)	\$ 313,308	\$ 203,273	\$ 110,035
Change in Net Assets	\$ 712,189	\$ 203,273	\$ 508,916

	Nov 30 2019	Nov 30 2018	Favorable/ (Unfavorable) Variance
Change in Net Assets (operations)	\$ 313,308	\$ (102,780)	\$ 416,088
Change in Net Assets	\$ 712,189	\$ (85,597)	\$ 797,785

Variances include:

- (A) Cash at November 30, 2019 compared to December 31, 2018 is lower by \$208K
 - Part of the cash flow \$174K was used for exam updating
 - The reduction on the loan against the investments by \$140K
- (B) Exam development costs that will be written off over 3 year period and other softwares expensed over a 1 year period
- (C) Deferred Revenue decreased due to monthly recognizing of different membership and licensing revenue
- (D) Accounts Receivable is \$81K lower than last year, note this includes RTP and 2020 GC invoices
 - As of 11/30/19, \$304K is for the GC invoices
- (E) Registration and Exhibitor/sponsorship revenue was over budget for the conference
 - these lines also include RTP Revenue from Oct'19
- (F) Currently behind on certification maintenance as previously discussed
- (G) Currently behind on sales by approx \$45K
- (H) Consulting - other variance
 - Additional for work force innovation project \$85K
 - Internal accounting assistance \$25,000
 - Additional for B2B sales - \$30K (This was billed to customers - actual ops neutral)
 - Additional Clinical Performance Partners totaling to \$25K in 2019 for T&D
- (I) Travel variance
 - Global conference - Actual \$90,000 vs. budget of \$55,000
- (J) Honoraria variance
 - Chapters - meeting governance goals over budget 10K
 - Training & Dev - over budget \$50K (bootcamps)
- (K) Unexpected legal costs relating to trademark cases
- (L) Audit began in September and will finish in early January just timing of expense
 - Audit expense will be recorded in December
- (M) Benefit realized due to amortization of free rent for old space

Association of Clinical Research Professionals & Affiliates
Consolidating Statement of Financial Position
(Unaudited)

	11/30/2019				
	ACRP	Academy	Consolidated Total	12/31/2018	Variance
ASSETS					
Current Assets:					
Cash & Cash Equivalents	\$390,011	\$5,301	\$395,312	\$603,580	(\$208,268) (A)
Accounts Receivable	714,604		714,604	754,928	(40,325) (D)
Prepaid Expenses	496,062	17,133	513,196	231,583	281,613 (B)
Intercompany Receivable / (Payable)	(855,922)	856,080	158	20	138
Total Current Assets	744,755	878,515	1,623,270	1,590,111	33,159
Fixed Assets:					
Office Furniture & Equipment	357,757		357,757	353,629	4,127
Software	1,823,391		1,823,391	1,821,222	2,169
Leasehold Improvements	736,227		736,227	736,227	
Website and Education in Progress	205,963		205,963	144,688	61,275
Professional Development	924,064		924,064	924,064	
Total Fixed Assets, Cost	4,047,401		4,047,401	3,979,831	67,571
Less: Accumulated Depreciation	(3,410,836)		(3,410,836)	(3,213,145)	(197,691)
Total Fixed Assets, Net	636,565		636,565	766,685	(130,120)
Other Assets:					
Investments, Fair Market Value	3,387,817		3,387,817	2,989,734	398,084
Total Other Assets	3,387,817		3,387,817	2,989,734	398,084
TOTAL ASSETS	\$4,769,138	\$878,515	\$5,647,652	\$5,346,530	\$301,122
LIABILITIES & NET ASSETS					
Current Liabilities:					
Accounts Payable & Accrued Expenses	\$720,170	\$16,531	\$736,701	\$623,388	\$113,314
Deferred Revenue	1,639,033	50,287	1,689,320	1,974,076	(284,755) (C)
Total Current Liabilities	2,359,203	66,818	2,426,022	2,597,463	(171,442)
Other Liabilities:					
Deferred Rent	270,422		270,422	305,764	(35,342)
Lease Incentive Obligation	245,409		245,409	309,683	(64,274)
Security Deposit - leasee	28,751		28,751	28,751	
Loan Payable	1,609,797		1,609,797	1,749,806	(140,009) (A)
Total Other Liabilities	2,154,380		2,154,380	2,394,004	(239,625)
TOTAL Liabilities	4,513,583	66,818	4,580,401	4,991,468	(411,066)
Net Assets:					
Net Assets, Beginning Balance	(245,077)	600,139	355,062	668,870	(313,807)
Change in Net Assets	500,631	211,558	712,189	(313,807)	1,025,996
TOTAL Net Assets	255,555	811,696	1,067,251	355,062	712,189
TOTAL LIABILITIES & NET ASSETS	\$4,769,138	\$878,515	\$5,647,652	\$5,346,530	\$301,122

Association of Clinical Research Professionals & Affiliates
Consolidating Statement of Financial Position
(Unaudited)

	11/30/2019				
	ACRP	Academy	Consolidated Total	11/30/2018	Variance
ASSETS					
Current Assets:					
Cash & Cash Equivalents	\$390,011	\$5,301	\$395,312	\$538,023	(\$142,711)
Accounts Receivable	714,604		714,604	795,881	(81,277) (D)
Prepaid Expenses	496,062	17,133	513,196	240,315	272,881
Intercompany Receivable / (Payable)	(855,922)	856,080	158	(260,459)	260,617
Total Current Assets	744,755	878,515	1,623,270	1,313,760	309,510
Fixed Assets:					
Office Furniture & Equipment	357,757		357,757	353,629	4,127
Software	1,823,391		1,823,391	1,821,222	2,169
Leasehold Improvements	736,227		736,227	736,227	
Website and Education in Progress	205,963		205,963	144,493	61,470
Professional Development	924,064		924,064	924,064	
Total Fixed Assets, Cost	4,047,401		4,047,401	3,979,636	67,766
Less: Accumulated Depreciation	(3,410,836)		(3,410,836)	(3,193,721)	(217,115)
Total Fixed Assets, Net	636,565		636,565	785,915	(149,349)
Other Assets:					
Investments, Fair Market Value	3,387,817		3,387,817	3,133,409	254,408
Total Other Assets	3,387,817		3,387,817	3,133,409	254,408
TOTAL ASSETS	\$4,769,138	\$878,515	\$5,647,652	\$5,233,083	\$414,569
LIABILITIES & NET ASSETS					
Current Liabilities:					
Accounts Payable & Accrued Expenses	\$720,170	\$16,531	\$736,701	\$434,268	\$302,433
Deferred Revenue	1,639,033	50,287	1,689,320	1,813,489	(124,169)
Total Current Liabilities	2,359,203	66,818	2,426,022	2,247,757	178,264
Other Liabilities:					
Deferred Rent	270,422		270,422	308,257	(37,835)
Lease Incentive Obligation	245,409		245,409	315,526	(70,117)
Security Deposit - leasee	28,751		28,751	28,751	
Loan Payable	1,609,797		1,609,797	1,749,518	(139,721)
Total Other Liabilities	2,154,380		2,154,380	2,402,053	(247,673)
TOTAL Liabilities	4,513,583	66,818	4,580,401	4,649,810	(69,409)
Net Assets:					
Net Assets, Beginning Balance	(245,077)	600,139	355,062	668,870	(313,807)
Change in Net Assets	500,631	211,558	712,189	(85,596)	797,785
TOTAL Net Assets	255,555	811,696	1,067,251	583,273	483,978
TOTAL LIABILITIES & NET ASSETS	\$4,769,138	\$878,515	\$5,647,652	\$5,233,083	\$414,569

Association of Clinical Research Professionals & Affiliates
Consolidating Statement of Activities
Current Year vs. Budget Performance
For the eleven months ended November 30, 2019

	ACRP	Academy	Intercompany Eliminations	Consolidated Total	Budget	Favorable/ (Unfavorable) Variance
REVENUE						
Certification						
Exams	(1,814)	795,952		794,138	1,043,000	(248,863) (F)
Maintenance		1,096,300		1,096,300	1,119,250	(22,950) (F)
Exam Practice Exercise		56,314		56,314	55,000	1,314
Other Income	900	3,575		4,475		4,475
Professional Development						
Course Revenue	92,957			92,957		92,957
Webinars	35,669			35,669	36,663	(994)
eLearning	173,182			173,182	192,500	(19,318)
Workshops	20,562			20,562		20,562
LMS License Fee/Custom Classes	620,288			620,288	665,621	(45,333) (G)
Membership						
Membership Dues	1,605,215			1,605,215	1,629,727	(24,512)
Communications						
Advertising Revenue	345,814			345,814	320,367	25,447
Career Center	110,372			110,372	119,163	(8,791)
Home Study	218,549			218,549	119,163	99,386
Meeting & Expo						
Registration Fees - Conference	1,296,051			1,296,051	1,030,000	266,051 (E)
Registration Fees - Workshops	64,864			64,864	75,000	(10,136)
Registration Fees - Tours & Other	2,414			2,414	56,000	(53,586)
Exhibitor & Sponsorship Revenue	782,491			782,491	675,000	107,491 (E)
Other Income - Hotel Rebate	33,690			33,690	37,000	(3,310)
Other Income - Library Sales					30,000	(30,000)
Workforce Innovation						
PWA Membership Revenue	48,021			48,021	25,760	22,261
WISC Membership Revenue	32,695			32,695	20,625	12,070
Finance & Administration						
Management Fee Revenue	691,177		(691,177)			
IP License Fee	375,000		(375,000)			
Other Income	48,550			48,550		48,550
Contributions		22,650		22,650		22,650
TOTAL Revenue	6,596,646	1,974,791	(1,066,177)	7,505,260	7,249,839	255,421
EXPENSES						
Personnel Expenses (Schedule 1)	2,579,153			2,579,153	2,662,875	83,722
Operating Expenses (Schedule 2)	3,915,021	1,763,955	(1,066,177)	4,612,799	4,383,691	(229,108)
TOTAL Expenses	6,494,174	1,763,955	(1,066,177)	7,191,952	7,046,566	(145,386)
NET OPERATING INCOME or (LOSS)	102,472	210,836		313,308	203,273	110,035
Other Income or (Expense)						
Interest Income	23,551	722		24,273		24,273
Investment Income	365,638			365,638		365,638
Investment Management Fees	8,971			8,971		8,971
Total Other Income or Expense	398,159	722		398,881		398,881
CHANGE IN NET ASSETS	\$500,631	\$211,558		\$712,189	\$203,273	\$508,916

Association of Clinical Research Professionals & Affiliates
Consolidating Statement of Activities - Schedules
Current Year vs. Budget Performance
For the eleven months ended November 30, 2019
(Unaudited)

	ACRP	Academy	Intercompany Eliminations	Consolidated Total	Budget	Favorable/ (Unfavorable) Variance
SCHEDULE 1 - PERSONNEL EXPENSE						
Salaries & Wages	\$2,127,060			\$2,127,060	\$2,120,069	(\$6,991)
Compensation & Benefits Survey					913	913
Retirement Plan Expense	73,769			73,769	95,183	21,414
Workers' Compensation	3,514			3,514	1,837	(1,677)
Payroll Taxes - FICA/Unemployment	150,285			150,285	177,661	27,376
Employee Recruiting					4,587	4,587
TOTAL Personnel Expense	\$2,579,153			\$2,579,153	\$2,662,875	\$83,722
SCHEDULE 2 - OPERATING EXPENSES						
Accounting & Audit	\$1,499			\$1,499	\$55,000	\$53,501 (L)
Amortization	90,230	104,107		194,337	96,750	(97,587)
Course/Exam Development & Maint	22,894	(5,453)		17,441	48,587	31,146
Exam Site Fees		209,031		209,031	166,000	(43,031)
Awards & Recognition	2,418	4,449		6,867	11,440	4,573
Bank Charges & Credit Card Fees	158,704	360		159,064	146,663	(12,401)
Chapter Rebates	16,400			16,400	6,600	(9,800)
CME/CEU Expense	30,976			30,976	24,750	(6,226)
Commissions	36,243			36,243	35,000	(1,243)
Computer Expense - IT Support	45,957			45,957	41,250	(4,707)
Computer Expense - Tech Support - Software	328,503	3,250		331,753	352,913	21,160
Conference Registration Fees	6,467			6,467		(6,467)
Conferences & Meetings Expense	947,733	101,882		1,049,615	1,064,900	15,285
Consulting - Design	4,757			4,757	3,762	(995)
Consulting - Regulatory	36,782			36,782	44,000	7,218
Consulting - Other	611,603	20,519		632,122	465,947	(166,175) (H)
Consulting - Technology & Website	151,232			151,232	157,663	6,431
Depreciation	197,691			197,691	239,250	41,559
Dues & Subscriptions	3,566			3,566	13,000	9,434
Election Expense	4,426	4,426		8,852	3,000	(5,852)
Equipment Rental	947			947	4,587	3,640
Honoraria	125,520			125,520	64,313	(61,207) (I)
Insurance	42,386			42,386	44,163	1,777
Interest Expense	59,991			59,991	55,000	(4,991)
IP License Fee		375,000	(375,000)			
Legal	155,785			155,785	58,663	(97,122) (K)
Management Fee		691,177	(691,177)			
Marketing	281,495	87,554		369,049	354,356	(14,693)
Office Rent	200,740			200,740	312,587	111,847 (M)
Office Supplies & Expense	32,339	97		32,436	40,193	7,757
Payroll Processing Fees	44,291			44,291	36,663	(7,628)
Postage & Shipping	34,518	30,600		65,119	82,951	17,832
Printing	28,642	729		29,371	54,423	25,052
Production Fees					4,587	4,587
Repairs & Maintenance	(275)			(275)	1,837	2,112
Taxes	4,815			4,815	5,500	685
Temporary Help	6,330			6,330	5,000	(1,330)
Telephone	20,278			20,278	48,579	28,301
Travel	179,139	136,227		315,366	233,814	(81,552) (I)
TOTAL Operating Expenses	\$3,915,021	\$1,763,955	(\$1,066,177)	\$4,612,799	\$4,383,691	(\$229,108)

Association of Clinical Research Professionals & Affiliates
Consolidating Statement of Activities
Current Year vs. Prior Year
For the eleven months ended November 30, 2019
(Unaudited)

	ACRP	Academy	Intercompany Eliminations	Consolidated Total	11/30/2018	Favorable/ (Unfavorable) Variance
REVENUE						
Certification						
Exams	(1,814)	795,952		794,138	880,402	(86,265)
Maintenance		1,096,300		1,096,300	1,162,390	(66,090)
Exam Practice Exercise		56,314		56,314	57,773	(1,459)
Other Income	900	3,575		4,475	4,850	(375)
Professional Development						
Course Revenue	92,957			92,957	3,806	89,151
Webinars	35,669			35,669	38,982	(3,313)
eLearning	173,182			173,182	205,673	(32,490)
Workshops	20,562			20,562	10,175	10,387
LMS License Fee/Custom Classes	620,288			620,288	532,281	88,008
Membership						
Membership Dues	1,605,215			1,605,215	1,550,823	54,392
Communications						
Advertising Revenue	345,814			345,814	360,819	(15,005)
Career Center	110,372			110,372	137,814	(27,442)
Home Study	218,549			218,549	180,373	38,175
Meeting & Expo						
Registration Fees - Conference	1,296,051			1,296,051	911,803	384,248
Registration Fees - Workshops	64,864			64,864	64,967	(103)
Registration Fees - Tours & Other	2,414			2,414	56,358	(53,944)
Exhibitor & Sponsorship Revenue	782,491			782,491	580,352	202,139
Other Income - Hotel Rebate	33,690			33,690	(15,000)	48,690
Other Income - Library Sales					25,175	(25,175)
Sponsorships - Steering Committee					47,825	(47,825)
Workforce Innovation						
PWA Membership Revenue	48,021			48,021	11,667	36,354
WISC Membership Revenue	32,695			32,695	4,375	28,320
Finance & Administration						
Management Fee Revenue	691,177		(691,177)			
IP License Fee	375,000		(375,000)			
Other Income	48,550			48,550	4,763	43,788
Contributions		22,650		22,650		22,650
TOTAL Revenue	6,596,646	1,974,791	(1,066,177)	7,505,260	6,818,446	686,814
EXPENSES						
Personnel Expenses (Schedule 1)	2,579,153			2,579,153	2,429,432	(149,721)
Operating Expenses (Schedule 2)	3,915,021	1,763,955	(1,066,177)	4,612,799	4,491,794	(121,005)
TOTAL Expenses	6,494,174	1,763,955	(1,066,177)	7,191,952	6,921,225	(270,727)
NET OPERATING INCOME or (LOSS)	102,472	210,836		313,308	(102,780)	416,088
Other Income or (Expense)						
Interest Income	23,551	722		24,273	14,021	10,252
Investment Income	365,638			365,638	20,933	344,705
Investment Management Fees	8,971			8,971	(17,771)	26,741
Total Other Income or Expense	398,159	722		398,881	17,183	381,698
CHANGE IN NET ASSETS	\$500,631	\$211,558		\$712,189	(\$85,597)	\$797,785

Association of Clinical Research Professionals & Affiliates
Consolidating Statement of Activities - Schedules
Current Year vs. Prior Year
For the eleven months ended November 30, 2019
(Unaudited)

	ACRP	Academy	Intercompany Eliminations	Consolidated Total	prior year	Favorable/ (Unfavorable) Variance
SCHEDULE 1 - PERSONNEL EXPENSE						
Salaries & Wages	\$2,127,060			\$2,127,060	\$1,967,886	(\$159,174)
PTO Accrual					13,449	13,449
Employee Training & Education	6,866			6,866	2,265	(4,601)
Staff Events/Meals					238	238
Employee Transportation	(4,869)			(4,869)	(1,699)	3,170
Cell phone benefit	15,018			15,018	1,650	(13,368)
Employee Membership Dues					3,604	3,604
Medical & Dental Insurance	187,625			187,625	169,491	(18,133)
LTD, AD&D & Life Insurance	19,208			19,208	18,505	(703)
Long Term Care Insurance	677			677	2,149	1,472
Retirement Plan Expense	73,769			73,769	70,306	(3,463)
Workers' Compensation	3,514			3,514	3,111	(403)
Payroll Taxes - FICA/Unemployment	150,285			150,285	145,873	(4,412)
Employee Recruiting					32,604	32,604
TOTAL Personnel Expense	\$2,579,153			\$2,579,153	\$2,429,432	(\$149,721)
SCHEDULE 2 - OPERATING EXPENSES						
Accounting & Audit	\$1,499			\$1,499		(\$1,499)
Amortization	90,230	104,107		194,337	131,874	(62,463)
Course/Exam Development & Maint	22,894	(5,453)		17,441	200,304	182,863
Exam Site Fees		209,031		209,031	105,643	(103,387)
Awards & Recognition	2,418	4,449		6,867	6,170	(697)
Bad Debt Expense					144	144
Bank Charges & Credit Card Fees	158,704	360		159,064	154,686	(4,378)
Chapter Rebates	16,400			16,400	6,625	(9,775)
CME/CEU Expense	30,976			30,976	16,686	(14,290)
Commissions	36,243			36,243	67,653	31,410
Computer Expense - IT Support	45,957			45,957	44,866	(1,091)
Computer Expense - Tech Support - Software	328,503	3,250		331,753	145,159	(186,593)
Computer Expense - Hosting Fees					23,056	23,056
Conference Registration Fees	6,467			6,467	49,360	42,893
Conferences & Meetings Expense	947,733	101,882		1,049,615	1,100,232	50,618
Consulting - Design	4,757			4,757	2,766	(1,991)
Consulting - Regulatory	36,782			36,782		(36,782)
Consulting - Other	611,603	20,519		632,122	406,623	(225,499)
Consulting - Technology & Website	151,232			151,232	227,774	76,542
Depreciation	197,691			197,691	250,014	52,323
Dues & Subscriptions	3,566			3,566	13,944	10,379
Election Expense	4,426	4,426		8,852	1,767	(7,085)
Equipment Rental	947			947		(947)
Honoraria	125,520			125,520	32,223	(93,297)
Insurance	42,386			42,386	26,446	(15,940)
Interest Expense	59,991			59,991	63,653	3,662
IP License Fee		375,000	(375,000)			
Legal	155,785			155,785	50,980	(104,805)
Management Fee		691,177	(691,177)			
Marketing	281,495	87,554		369,049	218,590	(150,459)
Office Rent	200,740			200,740	368,565	167,825
Office Supplies & Expense	32,339	97		32,436	51,645	19,209
Payroll Processing Fees	44,291			44,291	38,895	(5,396)
Postage & Shipping	34,518	30,600		65,119	60,949	(4,169)
Printing	28,642	729		29,371	50,644	21,273
Repairs & Maintenance	(275)			(275)	3,902	4,177
Taxes	4,815			4,815	3,872	(943)
Temporary Help	6,330			6,330	4,518	(1,812)
Telephone	20,278			20,278	31,057	10,778
Travel	179,139	136,227		315,366	270,047	(45,319)
TOTAL Operating Expenses	\$3,915,021	\$1,763,955	(\$1,066,177)	\$4,612,799	\$4,491,794	(\$121,005)

**ACRP Consolidated Statement of Activities by Month
For the year ended December 31, 2018**

	Actuals												
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	December	Total
REVENUE	\$ 303,458	\$ 339,809	\$ 678,009	\$ 2,061,231	\$ 780,934	\$ 504,785	\$ 272,466	\$ 484,501	\$ 729,900	\$ 711,456	\$ 687,121	\$ 468,876	\$ 8,022,546
EXPENSES													
Personnel Expenses	213,282	262,380	219,245	198,666	299,126	156,393	232,923	230,167	184,234	218,365	214,651	204,753	2,634,185
Operating Expenses	220,257	243,278	338,842	1,375,192	361,533	480,132	186,810	699,265	495,673	481,021	345,016	348,657	5,575,676
TOTAL Expenses	433,539	505,658	558,087	1,573,858	660,659	636,525	419,733	929,432	679,907	699,386	559,667	553,410	8,209,861
Change in Net Assets - Operations	(130,081)	(165,849)	119,922	487,373	120,275	(131,740)	(147,267)	(444,931)	49,993	12,070	127,454	(84,534)	(187,315)
Other Income/(expense)													
Investment inc/(loss)/other	(84,137)	92,724	(12,958)	4,100	43,942	(755)	42,740	(80,612)	117,341	(139,748)	34,547	(143,676)	(126,492)
CHANGE IN NET ASSETS	\$ (214,218)	\$ (73,125)	\$ 106,964	\$ 491,473	\$ 164,217	\$ (132,495)	\$ (104,527)	\$ (525,543)	\$ 167,334	\$ (127,678)	\$ 162,001	\$ (228,210)	\$ (313,807)

**ACRP Consolidated Statement of Activities by Month - Plan
For the year ended December 31, 2019**

	Plan												
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	December	Total
REVENUE	\$ 281,440	\$ 304,633	\$ 176,083	\$ 2,885,297	\$ 586,531	\$ 462,781	\$ 398,190	\$ 455,973	\$ 523,190	\$ 794,440	\$ 381,281	\$ 411,171	\$ 7,661,010
EXPENSES													
Personnel Expenses	296,625	236,625	236,625	236,625	236,625	236,625	236,625	236,625	236,625	236,625	236,625	236,625	2,899,500
Operating Expenses	241,131	259,232	428,193	1,434,337	274,368	256,565	256,564	258,565	362,868	340,709	271,159	251,104	4,634,795
TOTAL Expenses	537,756	495,857	664,818	1,670,962	510,993	493,190	493,189	495,190	599,493	577,334	507,784	487,729	7,534,295
Change in Net Assets - Operations	(256,316)	(191,224)	(488,735)	1,214,335	75,538	(30,409)	(94,999)	(39,217)	(76,303)	217,106	(126,503)	(76,558)	126,715
Other Income/(expense)													
Investment inc/(loss)/other	-	-	-	-	-	-	-	-	-	-	-	-	-
CHANGE IN NET ASSETS	\$ (256,316)	\$ (191,224)	\$ (488,735)	\$ 1,214,335	\$ 75,538	\$ (30,409)	\$ (94,999)	\$ (39,217)	\$ (76,303)	\$ 217,106	\$ (126,503)	\$ (76,558)	\$ 126,715

**ACRP Consolidated Statement of Activities by Month - YTD Actuals and Plan
For the year ended December 31, 2019**

	Actual Jan	Actual Feb	Actual Mar	Actual Apr	Actual May	Actual Jun	Actual Jul	Actual Aug	Actual Sept	Actual Oct	Actual Nov	Plan December	Total
REVENUE	\$ 277,267	\$ 368,589	\$ 635,197	\$ 2,556,973	\$ 591,398	\$ 434,786	\$ 295,384	\$ 661,145	\$ 513,763	\$ 601,616	\$ 569,142	\$ 411,171	\$ 7,916,431
EXPENSES													
Personnel Expenses	320,173	214,135	227,366	228,498	252,410	206,419	239,081	135,331	285,478	243,254	227,008	236,625	2,815,778
Operating Expenses	178,665	339,070	333,277	1,632,355	165,630	372,395	244,325	276,688	250,762	424,579	395,053	251,104	4,863,903
TOTAL Expenses	498,838	553,205	560,643	1,860,853	418,040	578,814	483,406	412,019	536,240	667,833	622,061	487,729	7,679,681
Change in Net Assets - Operations	(221,571)	(184,616)	74,554	696,120	173,358	(144,028)	(188,022)	249,126	(22,477)	(66,217)	(52,919)	(76,558)	236,751
Other Income/(expense)													
Investment inc/(loss)/other	137,182	61,539	14,847	66,422	(119,687)	123,343		(26,168)	43,522	37,023	60,858		398,881
CHANGE IN NET ASSETS	\$ (84,389)	\$ (123,077)	\$ 89,401	\$ 762,542	\$ 53,671	\$ (20,685)	\$ (188,022)	\$ 222,958	\$ 21,045	\$ (29,194)	\$ 7,939	\$ (76,558)	\$ 635,631

**ACRP Consolidated Statement of Activities by Month - YTD Actuals and Plan
For the year ended December 31, 2019**

VARIANCE

	Actuals Jan	Actuals Feb	Actuals Mar	Actuals April	Actuals May	Actual Jun	Actual July	Actual Aug	Actual Sept	Actual October	Actual November	Plan December	Total
REVENUE	(4,173)	63,956	459,114	(328,324)	4,867	(27,995)	(102,806)	205,172	(9,427)	(192,824)	187,861	-	255,421
EXPENSES													
Personnel Expenses	23,548	(22,490)	(9,259)	(8,127)	15,785	(30,206)	2,456	(101,294)	48,853	6,629	(9,617)	-	(83,722)
Operating Expenses	(62,466)	79,838	(94,916)	198,018	(108,738)	115,830	(12,239)	18,123	(112,106)	83,870	123,894	-	229,107
TOTAL Expenses	(38,918)	57,348	(104,175)	189,891	(92,953)	85,624	(9,783)	(83,171)	(63,253)	90,499	114,277	-	145,385
Change in Net Assets - Operations	34,746	6,608	563,289	(518,215)	97,820	(113,619)	(93,023)	288,343	53,826	(283,323)	73,584	-	110,036

ACRP Consolidated Flash Report
Pre-close date
For the month ended December 31, 2019

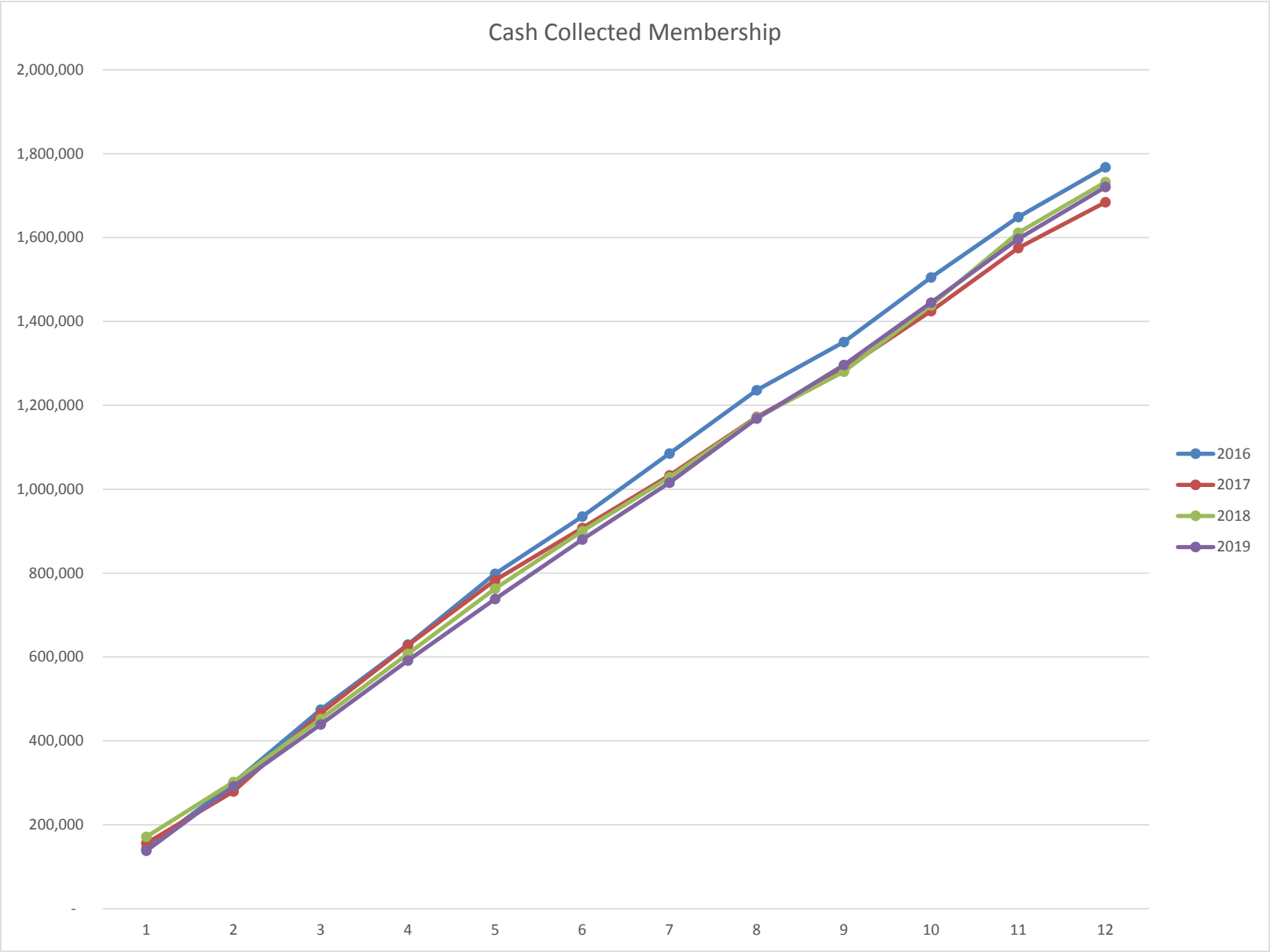
Assets	Dec 31, 2019	November 30, 2019	Difference
Cash	265,481	395,312	(129,831)
A/R	758,277	714,604	43,673
Investment Account Current Balance	3,437,817	3,387,817	50,000
Loans	1,614,897	1,609,797	5,100
Net Investment Account	5,052,714	4,997,614	55,100
A/P	(408,261)	(736,701)	328,440
Net "Quick" Working Capital	5,668,211	5,370,829	297,382

Revenue	Projected Dec 31, 2019	Budget Dec 31, 2019	Variance Dec 31, 2019	Projected YTD ended Dec 31, 2019	Actual YTD ended Dec 31, 2018	Budget YTD ended Dec 31, 2019	Variance YTD ended Dec 31, 2019
Certification	92,000	106,750	(14,750)	2,043,227	2,167,244	2,217,250	(174,023)
Professional Dev.	4,000	20,833	(16,833)	326,370	269,983	229,163	97,207
Business Development	40,000	66,511	(26,511)	660,288	579,941	712,006	(51,718)
Membership	145,000	148,150	(3,150)	1,750,215	1,695,179	1,676,112	74,103
Comm - Home Study	11,000	10,833	167	229,549	189,163	119,163	110,386
Advertising & Career Center	25,000	34,197	(9,197)	481,186	545,948	439,530	41,656
Meeting & Expo	-	-	-	2,230,358	1,624,654	1,903,000	327,358
Sponsorships	-	-	-	66,313	37,825	46,385	19,928
Finance & Admin/Discounts	-	-	-	-	4,838	-	-
Total Revenue	317,000	387,274	(70,274)	7,787,506	7,114,775	7,342,609	444,897

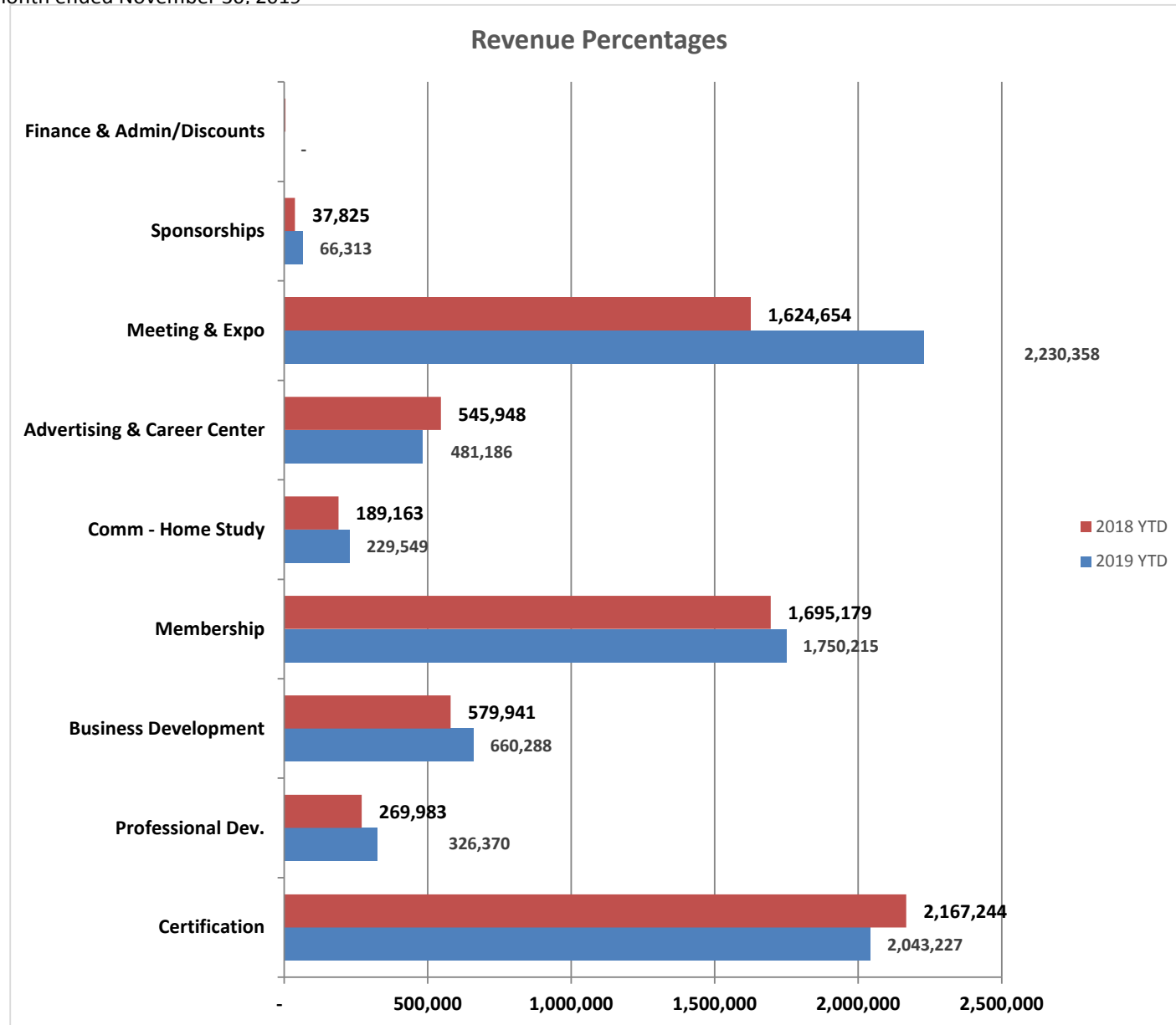
Expenses	Actual/Estimated Dec 31, 2019	Budget Dec 31, 2019	Variance Dec 31, 2019	Projected YTD ended Dec 31, 2019	Actual YTD ended Dec 31, 2018	Budget YTD ended Dec 31, 2019	Variance YTD ended Dec 31, 2019
Salaries & Wages (actual)	230,000	236,625	(6,625)	2,653,637	2,634,185	2,662,875	(9,238)
Operating Expenses (estimated)	250,000	210,000	40,000	4,655,664	4,667,957	4,383,691	271,973
Total Expenses	480,000	446,625	33,375	7,309,301	7,302,142	7,046,566	262,735
Estimated Net Operating Income	(163,000)	(59,351)	(103,649)	478,205	(187,367)	296,043	182,162
Net Gain (loss) in Investment Account	50,000	-	50,000	448,882	(126,440)	-	448,882
Estimated Other Income (Expenses)	-	-	-	-	-	-	-
Estimated Change in Net Assests	(113,000)	(59,351)	(53,649)	927,087	(313,807)	296,043	631,044

		2017				2016		
			Revenue	Cash Collected	YTD	Revenue	Cash Collected	YTD
Membership Count by Month:	2017	2,016	Recognized		Cash Collected	Recognized		Cash Collected
January	12,426	12,064	148,497	155,978	155,978	144,567	142,710	142,710
February	12,304	12,285	145,511	123,480	279,458	144,731	157,393	300,103
March	12,282	12,137	147,479	186,508	465,965	145,438	174,388	474,491
April	12,444	12,353	145,658	161,870	627,835	145,237	155,278	629,769
May	12,691	12,521	146,572	155,180	783,015	145,320	168,375	798,144
June	12,623	12,561	145,046	124,638	907,653	146,846	136,633	934,777
July	12,508	12,859	144,915	125,633	1,033,285	147,338	150,613	1,085,390
August	12,474	12,640	146,785	139,050	1,172,335	146,709	150,918	1,236,308
Sept	12,490	12,559	142,668	113,773	1,286,108	146,790	114,748	1,351,056
Oct	12,400	12,494	141,860	139,018	1,425,125	147,260	153,965	1,505,021
Nov	12,840	12,523	141,573	150,055	1,575,180	146,591	143,938	1,648,959
Dec	12,798	12,502	141,551	109,020	1,684,200	148,191	118,680	1,767,639
			2019			2018		
Membership Count by Month:	2018	2,019						
January	12,750	13,134	145,360	137,920	137,920	140,430	171,315	171,315
February	12,771	12,911	145,154	153,596	291,516	141,000	130,620	301,935
March	12,667	13,715	146,024	147,969	439,485	140,129	150,451	452,386
April	12,774	13,111	146,684	152,196	591,681	137,661	154,995	607,381
May	12,526	13,101	145,764	146,397	738,078	140,199	155,594	762,975
June	12,619	13,108	131,885	142,000	880,078	141,561	137,103	900,078
July	11,940	13,109	137,640	135,780	1,015,858	141,283	128,353	1,028,431
August	12,367	13,113	129,341	152,636	1,168,494	141,637	142,028	1,170,459
September	12,431	13,105	185,978	127,853	1,296,347	141,977	109,860	1,280,319
October	12,402	13,121	145,258	148,638	1,444,985	145,487	158,225	1,438,544
November	12,411	12,645	140,637	151,953	1,596,938	141,765	172,800	1,611,344
December	12,420	12,444	137,409	123,595	1,720,533	142,050	120,861	1,732,205

For the month ended October 31, 2019



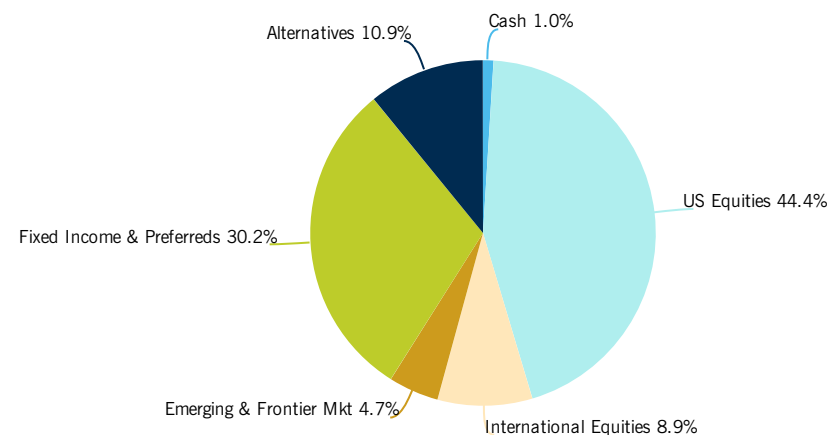
For the month ended November 30, 2019



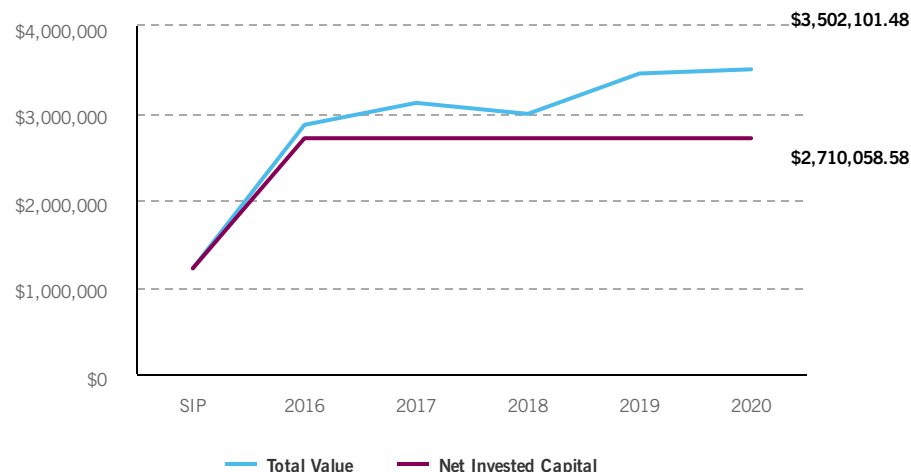
TWR % (NET OF FEES)

	Previous Year (\$) 12/31/18-12/31/19	Performance Inception (\$) 04/29/16-01/17/20
Beginning Total Value	2,989,860	1,214,320
Net Contributions/Withdrawals	0	1,495,738
Investment Earnings	464,104	792,043
Ending Total Value	3,453,964	3,502,101
TIME WEIGHTED RATE OF RETURN (%) (Annualized for periods over 12 months)		
Return % (Net of Fees)	15.52	7.12
M3 Balanced Growth Index Blend	17.26	7.73

ASSET ALLOCATION



TOTAL VALUE VS. NET INVESTED CAPITAL



Does not include Performance Ineligible Assets.

TOP POSITIONS BASED ON TOTAL VALUE

DESCRIPTION	Total Value (\$)	% of Portfolio
VANGUARD GROWTH ETF	593,961.45	17.0
E V SHT DURATION GOVT INC I	502,002.43	14.3
VANGUARD VALUE ETF INDEX	404,040.73	11.5
FIRST EAGLE GLOBAL I	299,135.08	8.5
BANK DEPOSIT PROGRAM	277,942.68	7.9
METABANK SIOUX FALLS S D CD	253,524.18	7.2
ISHARES SP SMALLCAP 600 INDEX	211,973.71	6.1
ISHARES S&P MIDCAP 400 INDEX	202,666.35	5.8
CALAMOS MARKET NEUTRAL INC I	202,635.55	5.8
CREDIT SUISSE FLT RT HI INC I	200,000.00	5.7
Top Positions	3,147,882.16	89.9
Other Positions	354,220.66	10.1
Total Portfolio	3,502,102.82	100.0

The investment returns shown on this page are time-weighted measurements which exclude the effect of the timing and amount of your contributions and withdrawals.

RESOLUTION
SIGNATORY AUTHORIZATION
ASSOCIATION OF CLINICAL RESEARCH PROFESSIONALS
FEBRUARY 8, 2020

RESOLVED, That the following officers and employees shall have signatory authority for Association of Clinical Research Professionals (ACRP) and the Academy of Association of Clinical Research Professionals (Academy):

David Morin	Treasurer, ACRP Board of Trustees
Jim Kremidas	Executive Director and Secretary
Kevin McCourt	Chief Operating Officer

FURTHER RESOLVED, That the ACRP Board of Trustees is responsible for authorizing any operating, capital, or unbudgeted expenses greater than seventy-five thousand dollars (\$75,000), including purchases, contracts, loans, guarantees or outside borrowing of funds.

FURTHER RESOLVED, The ACRP Executive Director may authorize any operating, capital, or unbudgeted expense less than seventy-five thousand dollars (\$75,000), including purchases, contracts, loans, guarantees, or outside borrowing of funds.

FURTHER RESOLVED, That each of the above officers and employees of ACRP is hereby authorized to do and perform, in the name and on behalf of ACRP, all such acts and deeds to make, execute, and deliver such agreements, undertakings, documents, applications, instruments, or certificates and to file any registrations, notices, or statements as each such officer or employee may deem necessary and appropriate to comply with applicable law or to carry out fully the purpose and intent of the foregoing resolution.



DRAFT

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ACRP 2020 Schedule

(Board members expected to attend items in yellow; Items in blue are at Convention Center)

Thursday

Registration Open [3:00 pm – 6:00 pm]			
8:00 am – 9:00 am	ACRP Governance Committee Meeting	Sheraton, Greenwood	1 Room U Shape
9:15 am – 10:15 am	ACRP Finance Committee Meeting	Sheraton, Greenwood	1 Room U Shape
10:30 am – 11:30 am	ACRP Executive Committee Meeting	Sheraton, Greenwood	1 Room U Shape
11:00 am – 3:00 pm	Academy Board Meeting	Sheraton, Ballard	1 Room U Shape
2:00 pm – 5:00 pm	Expo Hall Move-In	WSCC, Hall 4B	Exhibits
3:00 pm – 4:30 pm	ACRP Board of Trustees Meeting	Sheraton, Greenwood	1 Room U Shape
5:00 pm – 6:30 pm	Pop Up Star Reception	Sheraton, Issaquah	1 Room Reception
6:45 p.m.	ACRP & Academy Board of Trustees Dinner	TBD	

Friday

Registration Open [6:30 am – 6:30 pm]			
7:00 am – 8:00 am	Quality Congress and Pre-Conference Workshops Breakfast		
7:00 am – 12:00 pm	Item Writer Training	Sheraton, Ballard	1 Room, Rounds for 60
8:00 am – 12:00 pm	CTSA Forum	Sheraton, Greenwood	1 Room, Rounds for 100
8:00 am – 12:00 pm	Pre-Conference Workshops		2 Rooms, 40 Classroom
	-Clinical Project Management (W20-07)	WSCC, Room 603	
8:00 am – 2:00 pm	Expo Hall Move-In	WSCC, Hall 4B	Exhibits
8:00 am – 5:00 pm	ACRP All-Star Challenge	Sheraton, Ravenna AB Sheraton, Ravenna C	2 Rooms, Rounds
8:00 am – 5:00 pm	ACRP Challenge Judging Rooms	Sheraton, Issaquah A/B Sheraton, Kirkland Sheraton, Leschi Sheraton, Medina	5 Rooms, Special Set
8:00 am – 5:00 pm	ACRP-AVOCA Quality Congress “Adding Electricity to Patient Centricity: Energizing Solutions” (W20-01)	WSCC, Room 608-609	1 Room, Crescents
8:00 am – 5:00 pm	Pre-Conference Workshops		5 Rooms, 40 Classroom
	-Clinical Research 101 (W20-02)	WSCC, Room 602	
	-Clinical Trial Financial Management (W20-03)	WSCC, Room 604	
	-Proactive Trial Execution for Sites (W20-04)	WSCC, Room 613	
	-Clinical Research Leadership Toolbox (W20-05)	WSCC, Room 614	
	-Beginner’s Guide to Competency Guidelines (W20-06)	WSCC, Room 612	
12:00 pm – 1:00 pm	Pre-Conference Workshop Lunch		
12:00 pm – 5:00 pm	Workforce Innovation Steering Committee (WISC) Business Meeting	Sheraton, Greenwood	1 Room, U Shape
1:00 pm – 1:45 pm	techXpo Session	WSCC, Room 611	1 Room, Theater
1:00 pm – 5:00 pm	ACRP Think Tank Meeting	WSCC, Room 310	1 Room, U Shape
2:00 pm – 2:45 pm	techXpo Session Cognizant	WSCC, Room 611	1 Room, Theater
3:15 pm – 4:00 pm	techXpo Session RealTime CTMS	WSCC, Room 611	1 Room, Theater
4:15 pm – 5:00 pm	techXpo Session Florence Healthcare	WSCC, Room 611	1 Room, Theater
5:00 pm – 6:30 pm	Opening Celebration in the Expo Hall	WSCC, Hall 4B	Exhibits
7:00 pm – 11:00 pm	ACRP Awards & Recognition Ceremony	WSCC, Ballroom 6BC	Ballroom

Saturday

Registration Open [7:00 am – 5:00 pm]			
7:00 am – 12:00 pm	Item Writer Workshop	Sheraton, Ballard	1 Room, Rounds for 30
8:00 am – 9:00 am	Signature Series Session “Women in Leadership: Chutes, Ladders, and Unexpected Journeys”	WSCC, Ballroom 6BC	Ballroom
9:00 am – 10:00 am	Coffee Break in Expo Hall	WSCC, Hall 4B	Exhibits
9:15 am – 9:45 am	Technology Demo/Learning Lab Bio-Optronics	WSCC, Hall 4B	Exhibits
10:00 am – 12:00 pm	Focus Group Meeting	WSCC, Room 310	1 Room, U Shape
10:15 am – 11:00 am	techXpo Session Complion	WSCC, Room 611	1 Room, Theater
10:15 am – 11:15 am	Educational Sessions -2020 Annual Update of Things Affecting our Industry -The Two Most Important Rs in Research -Using SaaS Methods in Research Operations Systems -Clinical Research Revenue Cycle Management -Research is as Research Does	WSCC, Room 606-607 WSCC, Room 618-620 WSCC, Room 612-614 WSCC, Room 602-604 WSCC, Room 615-617	5 Rooms, Theater
10:15 am – 12:15 pm	Educational Sessions -Using Data Analytics in Quality Processes -Stop Measuring Seat Time	WSCC, Room 606-607 WSCC, Room 618-620	2 Rooms, Rounds
11:30 am – 12:15 pm	techXpo Session Veeva Systems	WSCC, Room 611	1 Room, Theater
11:30 am – 12:30 pm	Educational Sessions -FDA Session (Pending) -Digital Twins in Clinical Trials -Implementation of a Feasibility Vetting Committee -How to (Better) Attract and Retain Talent -The Challenges of a CRA	WSCC, Room 602-604 WSCC, Room 606-607 WSCC, Room 612-614 WSCC, Room 615-617 WSCC, Room 618-620	5 Rooms, Theater
12:00 pm – 2:00 pm	ACRP Partners in Workforce Advancement (PWA) Face to Face Meeting	Sheraton, Greenwood	1 Room, U Shape
12:30 pm – 2:00 pm	Lunch in Expo Hall	WSCC, Hall 4B	Exhibits
12:30 pm – 3:30 pm	CoAPCR Annual Meeting	Sheraton, Ballard	1 Room, U Shape
12:45 pm – 1:15 pm	Lunch and Learn/Learning Lab	WSCC, Hall 4B	Exhibits
1:30 pm – 2:00 pm	Lunch and Learn/Learning Lab Cognizant	WSCC, Hall 4B	Exhibits
2:00 pm – 3:00 pm	Signature Series Session: “Show Me the Benefits! Informing Sites of the Benefits of New Technology”	WSCC, Ballroom 6BC	Ballroom
2:00 pm – 4:00 pm	Focus Group Meeting	WSCC, Room 310	1 Room, U Shape
3:15 pm – 4:00 pm	techXpo Session VirTrial	WSCC, Room 611	1 Room, Theater
3:15 pm – 4:15 pm	Educational Sessions -CDER BIMO Compliance -Conflict & Communication Competence -Study Startup Innovation -A Competency-Based Job Classification Tool -Clinical Trials and the Future of Evidence Generation	WSCC, Room 606-607 WSCC, Room 618-620 WSCC, Room 612-614 WSCC, Room 602-604 WSCC, Room 615-617	5 Rooms, Theater
3:15 pm – 5:15 pm	Educational Sessions -Workforce Resource Management -Keeping Conflict out of Research Compliance	WSCC, Ballroom 6A WSCC, Room 608-609	2 Rooms, Rounds
3:30 pm – 5:00 pm	CoAPCR-CoA Annual Meeting	Sheraton, Ballard	1 Room, U Shape
4:30 pm – 5:15 pm	techXpo Session Merck	WSCC, Room 611	1 Room, Theater
4:30 pm – 5:30 pm	Educational Sessions -Writing Effective SOPs -Clinical Trial Technology and Sites -Developing a Quality Management System at a Clinical Site	WSCC, Room 606-607 WSCC, Room 618-620 WSCC, Room 612-614	5 Rooms, Theater

	-Clinical Research for the Future -Competencies: The Foundation for Everything	WSCC, Room 602-604 WSCC, Room 615-617	
5:30 pm – 6:30 pm	Happy Hour in the Expo Hall	WSCC, Hall 4B	Exhibits
Sunday			
Registration Open [7:00 am – 5:00 pm]			
7:00 am – 8:00 am	NAMSA Medical Device Brown Bag Breakfast	WSCC, Room 307-308	1 Room, Rounds
8:00 am – 9:00 am	Signature Series Session “Patients First: Building Compassion in Research”	WSCC, Ballroom 6BC	Ballroom
9:00 am – 10:00 am	Coffee Break in Expo Hall	WSCC, Hall 4B	Exhibits
9:15 am – 9:45 am	Technology Demo/Learning Lab	WSCC, Hall 4B	Exhibits
10:15 am – 11:00 am	techXpo Session CloudbyZ	WSCC, Room 611	1 Room, Theater
10:15 am – 11:15 am	Educational Sessions -A Plain English Description of Emerging Technology -Shades of Gray: Navigating Ethics -Prevention = Patient Safety -Advancing the Clinical Research Workforce -We’re All in This Together	WSCC, Room 606-607 WSCC, Room 618-620 WSCC, Room 612-614 WSCC, Room 602-604 WSCC, Room 615-617	5 Rooms, Theater
10:15 am – 12:15 pm	Educational Sessions -7 Breakthrough Behaviors -Dude, Where’s My Data?	WSCC, Ballroom 6A WSCC, Room 608-609	2 Rooms, Rounds
11:30 am – 12:15 pm	techXpo Session mdgroup	WSCC, Room 611	1 Room, Theater
11:30 am – 12:30 pm	Educational Sessions -Welcoming Technology -To Catch a Fish: How to Communicate More Effectively -Intersection of AI, Patient-Centricity and Ethical Considerations -A Relationship Based Approach -FDA CDER/BIMO	WSCC, Room 606-607 WSCC, Room 618-620 WSCC, Room 612-614 WSCC, Room 602-604 WSCC, Room 615-617	5 Rooms, Theater
12:30 pm – 2:00 pm	ACRP Annual Meeting Preview Lunch	WSCC, Room 307-308	1 Room, Rounds
12:30 pm – 2:00 pm	Lunch in Expo Hall	WSCC, Hall 4B	Exhibits
12:45 pm – 1:15 pm	Lunch and Learn/Learning Lab	WSCC, Hall 4B	Exhibits
1:30 pm – 2:00 pm	Lunch and Learn/Learning Lab	WSCC, Hall 4B	Exhibits
2:00 pm – 3:00 pm	Signature Series Session: “Bridging the Generational Gap”	WSCC, Ballroom 6BC	Ballroom
3:15 pm – 4:15 pm	Educational Sessions -Rapid-Fire Session -Clinical Research Program Metrics -Staff Your Site -Identifying, Qualifying and Retaining Investigators -Knock, Knock the FDA is Here Again	WSCC, Room 606-607 WSCC, Room 618-620 WSCC, Room 615-617 WSCC, Room 612-614 WSCC, Room 602-604	5 Rooms, Theater
3:15 pm – 5:15 pm	Educational Sessions -To Infinity and Beyond -No Participants, No Trial	WSCC, Ballroom 6A WSCC, Room 608-609	2 Rooms, Rounds
4:30 pm – 5:30 pm	Educational Sessions -The Plight of the CRA -Developing the Next Generation of Clinical Research Professionals -The FDA’s CPGM BIMO -Best Practices for Communicating -Safety Reporting Reference Model	WSCC, Room 606-607 WSCC, Room 618-620 WSCC, Room 612-614 WSCC, Room 602-604 WSCC, Room 615-617	5 Rooms, Theater
5:30 pm – 6:30 pm	Happy Hour in the Expo Hall	WSCC, Hall 4B	Exhibits
5:30 pm – 7:30 pm	ACRP Conference Planning Working Group Mtg	WSCC, Room 307-308	1 Room, Rounds
6:35 pm	Expo Hall Break Down	WSCC, Hall 4B	Exhibits

6:45 pm – 8:00 pm	ACRP Annual Business Meeting	WSCC, Room 613-614	1 Room, Theater
Monday			
Registration Open [7:00 am – 2:00 pm]			
8:00 am – 9:00 am	Signature Series	WSCC, Ballroom 6BC	Ballroom
9:00 am – 10:00 am	Coffee Break	WSCC, Level 6 Lobby	
10:15 am – 11:15 am	Educational Sessions -Integrating Quality into Investigator-Initiated Trials -Investigator Site Files -Creating a Training Pathway -Leveraging Data to Drive Decision Making	WSCC, Room 606-607 WSCC, Room 618-620 WSCC, Room 612-614 WSCC, Room 615-617	4 Rooms, Theater
10:15 am – 12:15 pm	Educational Sessions -Advanced Clinical Project Management -Six Sigma Tools -Feeling All Alone: Building Community -FDA Inspections	WSCC, Ballroom 6A WSCC, Room 608-609 WSCC, Room 602-604 WSCC, Room 611	3 Rooms, Rounds 1 Room, Theater
11:00 am – 2:00 pm	ACRP Chapter Leader Program	WSCC, Room 307-308	1 Room, Rounds
11:30 am – 12:30 pm	Educational Sessions -Investigator Oversight of External Parties -Risk Management -Workforce Innovation Finalist -Secrets to Site Operations Success	WSCC, Room 606-607 WSCC, Room 618-620 WSCC, Room 612-614 WSCC, Room 615-617	4 Rooms, Theater
12:30 pm – 1:30 pm	Lunch	WSCC, Ballroom 6B	1 Room, Rounds
1:30 pm – 2:30 pm	Educational Sessions -Help Wanted -Site and Sponsor Perspectives for a Successful Study -Improving Alignment and Risk Management Approaches -Effective Leadership	WSCC, Room 606-607 WSCC, Room 618-620 WSCC, Room 612-614 WSCC, Room 602-604	4 Rooms, Theater
1:30 pm – 3:30 pm	Educational Sessions -Advanced Cases in GCP -Customizing Project Management Platforms -Exam Prep -Choosing Courage Over Comfort	WSCC, Ballroom 6A WSCC, Room 608-609 WSCC, Room 611 WSCC, Room 615-617	3 Rooms, Rounds 1 Room, Theater
2:30 pm – 3:30 pm	Educational Sessions -To Peer or Not to Peer Review -Development of an Institutional Research Education Program -Hang Ten: How to Surf the Wave of New Technology -Adverse Event Reporting in Medical Device Studies	WSCC, Room 606-607 WSCC, Room 618-620 WSCC, Room 612-614 WSCC, Room 602-604	4 Rooms, Theater
3:30 pm – 4:30 pm	Educational Sessions -Maintaining Compliance -CRA-Less Trials (pending) -Do You Have Competency Assessment Tools? -Using Social Media	WSCC, Room 606-607 WSCC, Room 608-609 WSCC, Room 602-604 WSCC, Room 615-617	4 Rooms, Theater

THE FIVE **W**'S OF BOARD MEMBERSHIP

The Old Criteria:

Contribute 2 of 3 – Work, Wisdom, Wealth (or Time, Talent, and Treasure).

Some Now Look for People Who Can Provide ALL Five of These

Ideal Board Candidate	Governance Hat	Volunteer Hat
1. Wisdom	Help formulate, negotiate, determine and monitor wise policies.	Be available to advise staff when called upon and offer suggestions to the CEO.
2. Work	Attend committee and board meetings; come with homework finished.	Offer to help with a fund raising campaign, an event, mentor a staff person, etc.
3. Wealth	Comply with board expectations for being a donor of record each year; pay expenses when that is required.	Go beyond easy giving to model sacrificial giving.
4. Witness	Help integrate core values with practice in setting policies.	Talk up the organization “as you go” about your normal work and life. Seek opportunities to make the organization known.
5. Wallop	Bring your knowledge and experience to bear on the work of the board in ways only you can do.	Always think, “what one thing could my position and network accomplish that others could not?”

ACRP Value Messaging

ACRP Board Meeting 12.27.19

Guy Iannuzzi, President, Mentus

ACRP Values

The **core values** of

Integrity
Courage
Excellence
Dedication
Collaboration

Additions:

Trust
Confidence

ACRP Mission

ACRP Promotes Excellence in Clinical Research

The ACRP promotes excellence in clinical research by raising clinical research standards through continuing education and certification for clinical research professionals – enabling industry best standards delivering the highest levels of data integrity.

The organization is dedicated to improving the clinical research workforce in an ongoing training environment to accelerate the successful development of new therapeutics and diagnostic products.

ACRP Mission - 2

ACRP Promotes Excellence in Clinical Research

The ACRP promotes excellence in clinical research by raising clinical research standards through continuing education in order to accelerate the successful development of new and improved therapies and diagnostic products, while fostering a safe environment for clinical research patients.

The organization is dedicated to improving the clinical research workforce in an ongoing training environment to accelerate the successful development of new therapeutics and diagnostic products.

ACRP Vision

Our vision is that clinical research is performed ethically, responsibly, and professionally everywhere in the world.

...accelerating the successful development of new therapeutics and diagnostic products, changing the world for the better.

ACRP Positioning

Better People, Better Results

In clinical research, people are everything. ACRP raises clinical research standards and accelerates careers. **We are dedicated to improving the clinical research workforce in an ongoing training environment to accelerate the successful development of new therapeutics and diagnostic products, while fostering a safe environment for clinical research patients.**

Sponsor Positioning ACRP makes your people better so your business can soar.

Having the best people gives you the best of both worlds: lower costs and risk, and higher quality, efficiency, and certainty. That's why gold standard talent leads to gold standard progress – to the next stage, next trial, or next product launch – helping your business change the world for the better.

Member Positioning ACRP is where gold standard clinical researchers begin. And belong.

Being part of the ACRP community means you are the gold standard in clinical research, and you have the qualifications to prove it. With support and tools to help you every step of the way, ACRP springboards your career onwards and upwards.

ACRP Value Statements

- Core values:** Integrity, Courage, Trust, Confidence, Excellence, Dedication, Collaboration
- Mission:** ACRP Promotes Excellence in Clinical Research by raising clinical research standards through continuing education and certification for clinical research professionals – while fostering a safe environment for clinical research patients.
- Vision:** Clinical research is performed ethically, responsibly, and professionally everywhere in the world. accelerating the successful development of new therapeutics and diagnostic products, changing the world for the better.
- Positioning:** Better People, Better Results
In clinical research, people are everything. ACRP raises clinical research standards and accelerates careers. We are dedicated to improving the clinical research workforce in an ongoing training environment to accelerate the successful development of new therapeutics and diagnostic products.

ACRP Value Messaging

ACRP Board Meeting 12.27.19

Guy Iannuzzi, President, Mentus



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Association of Clinical Research Professionals

BRD-06-02.01 Board and Board Members

ACRP Core Values Statement

Integrity

We demonstrate honesty, fairness, and the highest standards of ethical behavior as the foundation of all we do.

Dedication

We are committed to focusing on the diverse needs of the professional clinical research community with an unwavering standard of dedication.

Courage

We applaud the courage to imagine what can be possible and welcome opportunities to pioneer innovative and dynamic solutions.

Collaboration

We encourage open and active dialogue, coordinated efforts, and diverse contributions that foster a successful environment.

Excellence

We expect quality, professionalism, and outstanding service to those we serve in order to build trusted and lasting relationships.

MONITORING AND REVIEW SCHEDULE

Review every three years by the Association Board of Trustees.

DATES REVIEWED BY COMMITTEE

June 2013

October 14, 2016 (Governance Committee)

DATES MODIFIED BY COMMITTEE

June 2013

DATES APPROVED BY COMMITTEE

June 2013

October 14, 2016 (Governance Committee)

DATES REVIEWED BY BOARD

December 8, 2010

September 19, 2013

November 5, 2016

DATE APPROVED BY BOARD

December 8, 2010

September 19, 2013

November 5, 2016



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Association of Clinical Research Professionals

BRD-06-02.06 Board and Board Members

Policy on Recusal from the Trustee Nomination Process

PREFACE

The ACRP Nominating Committee is charged with leading the recruitment process for qualified candidates who address the current needs of the Association Board of Trustees (ABoT). Members of the Nominating Committee are selected through an open-nominations process, with committee appointments chosen by the ABoT Chair-Elect and approved by the ABoT.

PURPOSE

The Recusal from the Trustee Nomination Process Policy identifies when a Nominating Committee member should recuse him/herself from the Trustee nomination process.

SCOPE

This policy is applicable to ACRP and the authority delegated by the Board to the Nominating Committee for the election of Trustees.

POLICY

Any member of the Nominating Committee who has a conflict of interest due to applying for a first-term position on the ABoT must recuse him/herself from all committee activity; he/she will no longer be eligible to serve as a member of the Nominating Committee.

When a member of the Nominating Committee has a conflict of interest due to applying for re-election for an additional term on the ABoT, the individual must recuse him/herself from committee activity related to his/her nomination only.

When a member of the Nominating Committee thinks they may have a conflict of interest with any candidate applying for a position on the ABoT, the member must communicate this to the committee. By majority vote, if the member is deemed to have a conflict of interest, the member will be recused from committee activity related to that candidate's nomination.

If a Nominating Committee vacancy occurs, the ABoT may appoint a replacement.

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years by the Nominating Committee.

DATE REVIEWED & APPROVED BY COMMITTEE

December 14, 2018

DATE REVIEWED & APPROVED BY ACRP BOARD OF TRUSTEES

September 25, 2015



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Association of Clinical Research Professionals

BRD-06-02.02 Board and Board Members

Board of Trustees Nominations and Election Policy

PREFACE

The ACRP Bylaws Article V, Section 2 outlines the composition, term of office, and qualifications for Trustees.

PURPOSE

The Board of Trustees' Nominations and Elections Policy defines the major processes for soliciting, reviewing, and electing Trustees to the ABoT.

SCOPE

This policy is applicable to ACRP and the authority delegated by the Board to the Nominating and Governance Committees for the election of Trustees.

POLICY

The Nominating Committee, with input from the Governance Committee, holds responsibility to lead and conduct the recruitment process for qualified candidates that address the current needs of the Association Board of Trustees (ABoT), thoroughly reviewing each nominee's application, and submitting a recommended slate of candidates for Board approval. Identification of well-qualified candidates will result from a carefully planned process designed to obtain influential, knowledgeable, and representative leadership from the Association's members. The Nominating Committee's role is advisory to the ABoT. The committee identifies, evaluates and recommends to the Board a slate of candidates. The ABoT makes the final decision on the slate.

The major steps in the nominations and election process are:

1. establishing a timeline for nominations and elections (Nom Comm),
2. determining the number of open Trustee seats (Gov Comm),
3. developing and reviewing an annual Board Expertise Assessment to determine the areas needed to strengthen the board (Gov Comm),
4. developing a nomination application for potential candidates and announcing the open/close nominations period to membership (Nom Comm),
5. evaluating all candidates who submit applications (Nom Comm),
6. preparing a recommended slate of candidates for open Trustee seats for ABoT vote (Nom Comm),
7. ranking all candidates for Board information and possible future vacancies on the Board (Nom Comm),
8. approval of final slate of candidates (ABoT),
9. conducting a vote of the candidates by the membership (Nom Comm), and
10. ratifying the election results (ABoT).

Board members who serve on the Nominating Committee will convey the committee's views during the slate discussion. In the event that the ABoT does not agree with the slate recommended by the Nominating Committee, they may amend the slate, taking into consideration the committee's ranking of candidates. The Board may also ask the Nominating Committee to provide a new slate for Board approval.

The Executive Director may encourage ACRP members to apply for open Trustee seats and may participate in Nominating Committee and Board discussions of candidates; the Executive Director does not have a vote on



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the Nominating Committee in recommending the proposed slate or on the ABoT in approving the final slate.

The nominations period shall be open for a minimum of two (2) months, and the election period shall be a minimum of thirty (30) days. Active members, as defined in Article IV, Section 2 of the Bylaws, shall cast their vote on the ABoT approved slate of candidates.

The election process will be coordinated by an independent third-party company who is responsible for the official ballot casting and tabulation of results. After the election results are received, the Board of Trustees shall vote to ratify the election results during the next Board meeting at which a quorum is present.

The ballots for electing the approved slates of candidates shall be delivered to the ACRP membership via email, mail or any other delivery means permitted by the Ohio Nonprofit Corporation Act. The membership shall have the opportunity to vote in favor of or against the proposed slate of candidates. In the event that the membership does not by a majority vote in favor of the recommended slate, a new slate will be provided by the Nominating Committee to be approved by the Board and then voted on by the membership.

No active member shall be denied the opportunity to apply for seat on the ABoT in accordance with the terms of the Non-discriminatory Policy.

Renewing Trustees: Current Board Members up for re-election will not be subject to review by the Nominating Committee. Rather, these incumbents will be evaluated and reviewed for re-election directly by the Board through its Governance Committee. The Governance Committee will provide the Nominating Committee with the names of renewing trustees who will automatically be added to the slate and not evaluated.

Recusal of Nominating Committee Members Applying for Election or Re-Election: Please see the rules set forth in ACRP's governance policy document BRD-06-02.06 Board and Board Members "Recusal from the Trustee Nomination Process Policy."

MONITORING AND REVIEW SCHEDULE

Monitor as needed and review every three years by the Nominating Committee.

DATES REVIEWED BY COMMITTEE

May 16, 2014

August 25, 2015

November 16, 2018

May 31, 2019 (Governance Committee)

DATES MODIFIED BY COMMITTEE

June 28, 2012

May 16, 2014

August 25, 2015

May 31, 2019 (Governance Committee)



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DATES APPROVED BY COMMITTEE

August 25, 2015

November 16, 2018

May 31, 2019 (Governance Committee)

DATES REVIEWED BY ABOT

October 27, 2012

September 25, 2015

June 19, 2019

DATES APPROVED BY ABOT

October 27, 2012

September 25, 2015

June 19, 2019



ACRP Nominating Committee Charge

All committee charges are to be reviewed and updated biannually.

Charge

The ACRP Nominating Committee holds responsibility to lead and conduct the recruitment process for qualified candidates that address the current needs of the Association Board of Trustees (ABoT), by thoroughly reviewing and scoring each candidate's application, and submitting their recommended slate of candidates for Board approval.

Goals and Objectives

Committee members ensure that potential candidates are equipped with information about ACRP and its board to guide their decision about running for office, by making available the following resources:

- Handbook for Board of Trustees' Candidates (*describes the roles, responsibilities, and time commitments of each leadership position and the Board as a whole.*)
- Board of Trustees' Candidate Application (*includes scoring criteria for each section of the application, i.e., experience in clinical research, professional competencies, training experience, and leadership characteristics*).

The Committee will reference the results of the ACRP Annual Board Expertise Assessment Survey and composition reports as provided by the Governance Committee to review and rate each candidate using the candidate application and scoring rubric. Committee members will select a slate of individuals from the pool of nominated candidates. One individual will be selected for each ABoT vacancy at the end of that particular calendar year; a list of all candidates ranked in the order they are recommended will be included to be used for any additional unexpected vacancies on the Board or potential participation in other volunteer roles. It is vital that the committee ensures the composition of the new board is consistent with the ACRP Bylaws and reflects the needs of the membership.

Responsibilities

- Review the committee charge and propose recommended changes as necessary for the ABoT's consideration.
- Understand the strategic objectives of the ABoT and the defined board member skill requirements provided by the Governance Committee.
- Promote candidate submissions to the ABoT.
- Plan for the replacement of ABoT members as needed due to term completion including holding a call for nominations, evaluating all applicants, recommending to ABoT a slate of candidates and reporting to ABoT on the vote of the final slate of candidates by the members.

Authority

The scope of authority for the Nominating Committee is to identify, evaluate, and provide a recommended slate of candidates for the ABoT *per the Board of Trustees Nomination and Election Policy*. The committee's role is as an advisory group to the ABoT. The Governance Committee will



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inform the committee, in a timely manner, with the number of Trustees needing to be replaced as well as whether Trustees eligible for re-election to a second term should be added to the slate of candidates. The Governance Committee will also inform the Nominating Committee of criteria sought in candidates to strengthen the Board.

Function

Meeting Schedule

The Nominating Committee may meet via teleconference in February (*organizational meeting and new member orientation; final approval of Board Candidate/Nomination Materials*); April (*review the Board Expertise Assessment and composition needs as provided by the Governance Committee*); July and August (*review nominees, prepare slate of candidates*); September (*review and modify charge for next year*); October (*receive update on proposed slate*) and December (*review election results and resource materials and develop timeline for next year*). In person meetings and/or additional teleconferences may be scheduled as required.

Committee Representation:

- Includes global representation when possible and reflects the characteristics of the general ACRP membership and the nature of the activities undertaken by the committee.
- Consists of seven (7) members who are active members of ACRP.
- One member shall be an ex-officio voting member, who is the Chair of the ACRP Governance Committee as a fully functioning member of the committee.
- One member shall be an ex-officio voting member, who is the ABoT Immediate Past-Chair and who shall also serve as the ABoT liaison as a fully functioning member of the committee.
- One additional member may be a current ABoT Trustee; no more than three board members may serve at a time to allow non-board members to be a majority on the committee.
- Leadership will entail a committee Chair and Vice Chair, who are appointed by the ACRP Board.

Role of Chair

The Nominating Committee Chair is responsible for leadership and facilitating the work of the committee.

Role of Vice Chair

In the absence of the Chair, the Nominating Committee Vice Chair is responsible for leadership and facilitating the work of the committee. While it is the intent to have succession planning within committees through mentoring of all committee members including the Vice Chair, it should be understood that based on the needs of the committee, the Vice Chair may not automatically ascend to the Chair position at the completion of his or her term as Vice Chair.

Role of the Committee ABoT Liaison

An ABoT Liaison is appointed to each committee in order to build a stronger connection between the committee and the ABoT and provide added support and recognition of the work being accomplished by the committee.



The ABoT Liaison is a fully participating member of the committee. He/she serves as the voice of the committee at ABoT meetings and when needed, provides update reports on behalf of the committee to the Board. Conversely, the ABoT Liaison also provides clarification around strategies outlined by the ABoT that directly impacts the committee and their work. The ABoT Liaison serves a one-year term and in the case of the Nominating Committee, is always the Immediate Past Chair of the Board of Trustees. The ABoT Liaison may not serve as Chair or Vice Chair of the committee.

Role of the Executive Director

The Executive Director may encourage ACRP members to apply for open Trustee seats and may participate in committee meetings and discussions of candidates; however, the Executive Director is not considered a committee member and does not have a vote on committee matters including recommending the proposed slate.

Role of the Committee Staff Liaison

The Committee Staff Liaison provides all necessary support to the Chair, Vice Chair, and all the committee members to facilitate the work of the committee, including setting up meetings and helping to prepare the materials.

Role of the Governance Committee Chair

The Chair of the Governance Committee is appointed to the Nominating Committee in order to build a stronger connection between both committees regarding the board's needs for future Trustees. The Governance Committee Chair will provide the Nominating Committee with applicable results of the ABoT Professional Expertise Survey, Board Performance Assessments, and the board's overall development plan for Trustee succession planning.

Staff Liaison: Director of Governance

Term Length:

- Committee members will serve a two-year term and based on availability and contribution performance may serve one sequential term of two years.
- Previous members may return to serving on the committee, per the needs of the committee, after a one-year break in service.
- A member's term starts in the year he/she joins the committee, not at the date he/she joins.
- If an individual has served two two-year terms, he/she may be appointed as Chair for an additional one-year term. Those who have not completed two two-year terms may also be appointed as Chair at any time during their service on the committee.

Terms for Appointed Alternate Committee Members

A member appointed by the ABoT to complete the unexpired term of a vacant regular committee seat, will be considered a first term committee member, no matter how much time is left in the vacated



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term s/he is filling. Upon completing this first term appointment, the alternate committee member may be considered for a second term renewal through the regular committee nomination process as defined in ACRP's Committee Nominations Procedure Policy.

Committee Member Selection:

Members of the Nominating Committee are selected through an open-nominations process. The ABoT Chair-Elect receives applications for committee volunteers, consults with committee leadership and staff in the development of a committee roster to support his/her term as chair, and proposes a slate of committee members for approval by the ABoT.

Skills and Expertise:

- Core skills and expertise of prospective committee members required to meet the committee's goals and objectives will be assessed by the ABoT annually to determine how open committee positions are filled.
- Expertise may include:
 - Communication
 - Leadership Skills
 - Strategic Planning
 - Industry Thought Leadership

Related Working Groups: Governance Committee

Accountability

- Submit a recommended slate of Trustees for approval to the ABoT.
- Provide reports to the ABoT as requested.
- Keep the committee's work aligned with the Strategic Plan.

The staff liaison is responsible for providing a committee orientation to all members.

- The staff liaison will update the committee and the ABoT on the number of candidate submissions throughout the nomination process.

ACRP Regular Committee Charges are reviewed every two years by ABoT.

Approved by ABoT October 18, 2017



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BRD-06-02.08.01 Board and Board Members

Leadership Responsibilities Description: ACRP Board of Trustees

ACRP's Bylaws (Article V, Sections 2) define the composition of the Association Board of Trustees (ABoT) as consisting of "no fewer than four (4) or greater than seventeen (17) trustees." In practice, ACRP has tried to limit the size of its board to fifteen (15) members. The composition of the ABoT is as follows

1. Officers

- ABoT Chair
- ABoT Vice-Chair
- ABoT Immediate Past Chair
- ABoT Secretary (may be a Trustee but is typically the Executive Director in a non-voting capacity)
- ABoT Treasurer (also serves at the Chair of the Finance Committee)

Officers serve for one (1)-year terms and are elected by ABoT at their annual face to face Board meeting, typically held in the late fall. The Officers of the Association make up the Association's Executive Committee.

2. Regular Trustees and Public Member

Regular trustees are elected by the ACRP membership and serve for two (2) year terms with a maximum eligibility to renew for three (3) consecutive terms. Elected trustees must also include a Public Member, from a non-clinical regulated industry. The Public Member's role is defined in the Leadership Responsibilities Description (LRD): Public Member.

Establish Strategic Direction

- Determine the ACRP mission, purposes, and strategic direction. The ABoT will create and review a statement of mission and purpose that articulates ACRP's goals, strategies, and primary constituents served.
- Ensure effective planning. The ABoT will actively participate in an overall strategic planning process and assist in monitoring the plan's progress toward achieving goals and objectives.

Ensure the Necessary Resources

- Ensure adequate financial resources. The ABoT will ensure adequate resources are made available for ACRP to fulfil its mission by accurately interpreting ACRP financial statements and prioritizing resource allocation to achieve financial and programmatic (impact) goals.



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- Select the Executive Director. The ABoT will ~~reach a consensus on~~determine the Executive Director's responsibilities and undertake a careful search to find the most qualified individual for the position.
- Build a competent Board. The ABoT will articulate necessary competencies for Board candidates, define and monitor the nomination and election process, approve the final slate of board candidates annually, orient new trustees, and periodically and comprehensively evaluate their collective and individual performance. The ABoT will also actively contribute to the process of recruiting competent Board members by recommending and encouraging exemplary peers and leaders in the clinical research community to apply for consideration as a volunteer trustee through the established ACRP nominations process. Further, the ABoT will elect annually the Vice Chair, Treasurer, and Secretary of ACRP.
- Enhance ACRP's public standing. The ABoT will articulate ACRP's mission, accomplishments, and goals to the public and garner support from the clinical research community.

Provide Oversight

- Monitor and strengthen programs and services. The ABoT will determine which programs are consistent with ACRP's mission and monitor their effectiveness.
- Protect assets and provide financial oversight. The ABoT will approve the Business Plan and Budget; and through the Finance Committee, ensure that proper financial controls are in place to protect the association's assets.
- Ensure legal and ethical integrity. The ABoT will ensure the Association adheres to its own Bylaws and legal standards and ethical norms.
- Support and evaluate the Executive Director. The ABoT will ensure the Executive Director has the moral and professional support he or she needs to further the mission and goals of ACRP.
- Approve the annual goals and objectives of the Executive Director.

MONITOR AND REVIEW SCHEDULE

Monitor as needed and review every two years by the Governance Committee.

DATE REVIEWED BY COMMITTEE

November 13, 2015

September 2018

DATE MODIFIED BY COMMITTEE

November 13, 2015

DATE APPROVED BY COMMITTEE

November 13, 2015

September 2018

DATE REVIEWED BY BOARD

May 24, 2012



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December 17, 2015

November 17, 2018

DATE MODIFIED BY BOARD

May 24, 2012

DATE APPROVED BY BOARD

May 24, 2012

December 17, 2015

November 17, 2018

Edited by staff in January 2016 to remove APCR references and members

**Amended and Restated Bylaws
of the
Association of Clinical Research Professionals, Inc.**

(an Ohio nonstock corporation)

**Article I
Name**

The name of the organization shall be: **Association of Clinical Research Professionals, Inc.** (hereinafter referred to as the "Association") a nonprofit corporation formed under the laws of the State of Ohio. These are the Amended and Restated Bylaws (herein referred to as the "Bylaws") of the Association, an international organization. The Association shall also do business under the acronym **ACRP**.

**Article II
Purposes and Restrictions**

Section 1. Purposes. The purposes for which the Association is organized are to (i) define, promote and maintain professional standards and best practices in the field of clinical research worldwide, (ii) to promote the dissemination of information, the exchange of ideas, and professional education for professionals in the field of clinical research worldwide, (iii) to advance and promote the professional interests of its members, and iv) to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Ohio Nonprofit Corporation Act, as the same may be amended or supplemented (hereinafter referred to as the "Act"), and the United States Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the "Code"), and such other laws governing Ohio nonprofit corporations exempt from Federal income tax under Section 501(c)(3) of the Code.

Section 2. Restrictions. The Association is organized exclusively for charitable, educational or scientific purposes, including, for such purposes, the making of distributions to organizations exempt from Federal income tax under Section 501(c)(3) of the Code. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activity not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Code. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Furthermore, unless otherwise delegated to the Board in the Articles of Incorporation, the following actions may require approval by (or taken pursuant to the vote of) the members of the Association under Ohio law:

- (i) Dissolution of the corporation;
- (ii) Merger or consolidation of the corporation;
- (iii) Disposition of 50% or more of the corporations assets (unless court approved);
- (iv) Election of trustees; and

(v) Amendment to the Articles of Incorporation of the corporation (which include the purpose of the corporation and the name of the corporation).

Section 3. No Inurement. The Association is not organized for pecuniary profit or for the benefit of any individual or for-profit entity and shall not have authority to issue capital stock. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Trustees, Officers, employees, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article III Offices

The Association shall maintain in the State of Ohio a registered office and a registered agent at such office, and may have other offices within or without the State of Ohio as shall be determined by the Board of Trustees of the Association (hereinafter referred to as the "Board"; members of the Board are hereinafter referred to as "Trustees").

Article IV Membership

Section 1. General. The Association shall have members (hereinafter referred to as "members"), such members which may be classified by one (1) or more membership classifications. Membership in the Association shall be limited to natural persons only. Application for membership in the Association shall be made pursuant to procedures established by the Board. Membership eligibility qualification shall be determined by the Board, in its sole discretion.

Section 2. Active Members. Only Active Members in good standing shall be entitled to: (i) vote on matters submitted to a vote of the membership of the Association, and (ii) serve as an Officer or Trustee of the Association, with the exception of the office of Secretary which may be an employee. All references herein to membership voting or member-only eligibility for Officerships or Trusteeships shall be references applying to Active Members only. Active Membership shall be limited to professionals actively engaged in clinical research endeavors, current with their membership dues to the Association and otherwise in good standing. Examples of professionals actively engaged in clinical research shall include, but shall not be limited to, clinical monitors, clinical research associates, nurses, pharmacists, pharmacologists, physicians, regulatory professionals, clinical research coordinators, clinical research service providers, and other clinical research-related professionals. The Board may adopt interpretations and guidelines consistent with these Active Membership eligibility standards. Active Membership is not a requirement to serve as the Secretary of the Association or as the Public Member.

Section 3. Other Membership Classifications. The Board may from time to time establish one (1) or more non-voting, non-office-holding classes of membership in the Association. The terms and conditions of such membership classifications shall be determined and defined by the Board in its sole discretion; provided, however, that no such membership classifications shall have the right to vote or hold office in the Association. Such classes of membership may be established as appropriate for recognition, patrons, or for interested non-professionals.

Section 4. Termination or Revocation of Membership. Any member may terminate his or her membership in the Association at any time by not renewing that membership or by informing the Association of the termination in writing. All rights, privileges and interests of that member in the Association shall cease upon the termination of his or her membership. However, that termination shall not extinguish such member's financial obligations, if any, as more fully described in Article X (Finances), Section 3 (Obligation to Pay Dues and Effect of Non-Payment) of these Bylaws. Furthermore, nonpayment of dues, as defined in Article X (Finances), Section 3 (Obligation to Pay Dues and Effect of Non-Payment) of these Bylaws, shall constitute an automatic revocation of membership, with no Board vote or hearing required for such a revocation. The Board may delegate the authority to remove a member pursuant to this Section to a committee pursuant to and in accordance with Article VII (Committees and Chapters).

Section 5. Code of Ethics & Professional Conduct. A prospective or current member of the Association may be barred from becoming or remaining a member of the Association, or may be suspended, reprimanded or otherwise disciplined, if such member is or has at any prior time been in material noncompliance with the applicable Code of Ethics & Professional Conduct. Procedures for the enforcement of the applicable Code of Ethics & Professional Conduct, including but not limited to noncompliance and corresponding disciplinary measures, shall be determined and defined by the Board. The Board may delegate some or all of its authority to enforce the applicable Code of Ethics & Professional Conduct or other membership standards imposed by the Board or otherwise by the Association, including, without limitation, taking disciplinary action, such as suspension or revocation of membership, and may create or appoint one or more committees for such purposes pursuant to and in accordance with Article VII (Committees and Chapters).

Section 6. Appeals. Any member who is found to be in violation of the applicable Code of Ethics & Professional Conduct pursuant to Section 5 (Code of Ethics & Professional Conduct) of this Article IV (Membership) may appeal this finding by sending a letter to the Board within four (4) weeks of having been notified of such revocation or finding. Such letter shall clearly articulate such member's reasons for appealing the initial decision.

Within thirty (30) days of receipt of the appeal, the Board shall establish an Appeal Panel to review the complete record. Within six (6) weeks of its initial constitution, the Appeal Panel will review the appeal, and issue a recommendation and a report to the Board regarding the appeal. Within four (4) weeks of receipt of the Appeal Panel's recommendation and report, the Board shall make its decision and then notify the appellant and all other appropriate parties of its decision via certified, return receipt mail or other traceable carrier. Under this Section 6 (Appeals), a member shall be deemed to have been notified when a notice is sent to such member using the same means used for notices sent to such member under Section 9 (Notice) of this Article IV (Membership). However, if such means involve the use of mail, the member shall be deemed to have been notified upon receipt.

Section 7. Annual and Regular Meetings. The business meeting conducted during the Annual Meeting and Expo shall be considered the Annual Meeting of the members, either within or without the State of Ohio, designated by resolution of the Board for the purpose of transacting such Association business as may properly come before the meeting, without notice other than as required by the Act, these Bylaws and such resolution. The Board may provide by resolution the time and place, either within or without the State of Ohio, for the holding of additional regular meetings of the membership without notice other than as required by the Act, these Bylaws and such resolution.

Section 8. Special Meetings. Special meetings of the membership may be called either by the Chair, by vote of a majority of the Trustees, or by not less than ten percent (10%) of the Active Members. The person or persons authorized to call special meetings of the membership may fix the time and place, either within or without the State of Ohio, as the time and place for holding any special meeting of the Members called by them.

Section 9 Notice. Except for the annual meeting, notice of any meeting of the membership shall be transmitted to each member by electronic mail, postal mail, overnight courier, facsimile (Telecopier), or other mode of written transmittal, not less than ten (10) and not more than sixty (60) days before the time set for such a meeting, and must include the time, date, place, and, in case of a special meeting, the purpose or purposes of such meeting. Any member may waive notice of any meeting before, at or after such meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed a waiver by the member of notice of such meeting.

Section 10. Quorum; Adjournment. Fifty (50) or two and one-half percent (2.5%), whichever is smaller, of the Association's Active Members shall constitute a quorum for the transaction of business at any meeting of the membership. The affirmative vote of a majority of the Active Members present at said meeting may adjourn the meeting from time to time without further notice. No members other than Active Members shall be counted toward the constitution of a quorum. A majority of the Active Members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time without further notice.

Section 11 . Manner of Acting. The act of a majority of the Active Members attending a meeting at which a quorum is present shall be the act of members, except as otherwise provided by law or by these Bylaws.

Section 12. Teleconferencing. To the extent permitted by the Act and as authorized by the Board, any person participating in a meeting of the membership may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute the presence of that person at the meeting for purposes of a quorum.

Section 13. Action by Unanimous Written Consent. As authorized by the Board, any action that may or is required to be taken at a meeting of the membership may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote on that action. Any such consent shall be placed in the Association's minute book or other appropriate books and records.

Section 14. Written Mail, Facsimile (Telecopier), or Electronic Ballot. To the extent permitted by the Act and as authorized by the Board, any action that may or is required to be taken at a meeting of the membership may be taken without a meeting if duly approved by a written mail, facsimile (Telecopier), or electronic ballot of the membership. Such written mail, facsimile (Telecopier), or electronic ballots shall be subject to the same minimum approval and quorum requirements as are required for votes taken at a meeting of the membership.

Section 15. Minutes. Full minutes of each meeting of the voting membership shall be recorded by the Secretary, containing the results of the deliberations of the Active Members and shall be placed in the Association's minute book or other appropriate books and records.

Section 16. Record Date. For the purpose of determining members entitled to notice of or to vote at a meeting of members or any adjournment thereof, or for determining members for any other proper purpose, the Board may fix in advance a date as the record date for determining members, such date not to be more than seventy (70) days before the meeting or action requiring a determination of members. If no advance date is fixed, the record date for determining members entitled to notice of or to vote at a meeting of members shall be the close of business on the day before the effective date of the notice to the members or, if notice is waived, the close of business on the day before the date on which the meeting is held. Further, the record date for determining members entitled to express consent to a corporate action in writing without meeting shall be the day on which the first written consent is expressed; and the record date for determining members for any other purpose shall be the close of business on the day on which the Board adopts the related resolution.

Article V Board of Trustees

Section 1. Duties and Restrictions. The affairs of the Association shall be managed by its Board, and it shall be the Board's duty to carry out the objectives and purposes of the Association. To this end, the Board may exercise all powers of the Association subject to the restrictions and obligations set forth by statute and in the Association's Articles of Incorporation and these Bylaws.

Section 2. Composition, Term of Office, and Qualifications.

- a. The total number of voting Trustees shall be established from time to time by the Board, but in no event shall consist of fewer than four (4) or greater than seventeen (17) Trustees, and shall include (i) the Chair, *ex officio* with vote (ii) the Immediate Past Chair, *ex officio* with vote and (iii) up to fifteen (15) individuals, one of whom shall be a Public Member, who shall be elected by the Active Members in accordance with Section 2(c) below ("Elected Trustees"); one Elected Trustee shall be named the Vice-Chair, and one elected Trustee shall be named Treasurer of the Association in accordance with Article VI, Section 1 below. One elected Trustee or a designated staff member shall be named Secretary. If the Secretary is a staff member he/she shall serve in a non-voting capacity and will not be considered a trustee member of the Board nor counted as part of the total number of seventeen (17) allowable seats on the Board. The Chair, Vice-Chair, Immediate Past Chair, Treasurer, and Secretary, if a voting trustee member of the Board, are hereinafter collectively referred to as the "Officer Trustees." The Executive Director of the Corporation shall be invited to attend all meetings of the Board in a non-voting capacity; and the Secretary (if at the time the Secretary is not an Elected Trustee) shall be invited to attend all meetings of the Board in a non-voting capacity. The number of Trustees shall be subject to change from time to time by majority vote of the Trustees; provided that no reduction in the number of Trustees shall of itself shorten the term of a Trustee in office.
- b. All Elected Trustees shall be elected to the Board for a two (2)-year term. Except as otherwise provided herein, Elected Trustees may serve one (1) or more consecutive two (2)-year terms; provided that no Elected Trustee may serve more than three (3) consecutive two (2)-year terms, unless a Trustee serves as a Chair. After serving a term as Chair, then Immediate Past Chair, a Trustee is no longer eligible to serve on the Board. Notwithstanding the preceding, no individual shall be prevented from serving as Vice-Chair, Chair, or Immediate Past Chair on the basis that such individual served or will have served as a Trustee for more than three (3) consecutive terms. All Trustees must be at least twenty-one (21) years of age but need not be resident of the State of Ohio.
- c. All Elected Trustees shall be elected by the affirmative vote of the Active Members provided

that at least fifty (50) Active Members or two and one-half percent of the active membership (2.5%), whichever is smaller, is represented through electronic ballot. Alternatively, elections may be held either in person at an Annual Meeting or Special Meeting, provided that a quorum of Active Members is present at such meeting. No Officer Trustee may hold an Elected Trustee seat at the same time as such individual holds an Officer Trustee seat, with the exception of the Public Member who may maintain his/her Public Member status if elected as an Officer Trustee. If the Public Member is elected as an Officer Trustee he/she is entitled to one (1) vote on all matters submitted to a vote of the Board (See Article V, Section 7, Manner of Acting.) When an individual holding an Elected Trustee seat is selected by the Board to serve as an Officer Trustee, the unexpired term of that individual's Elected Trustee seat shall be filled at the next scheduled election or otherwise pursuant to Article V (Board of Trustees) Section 15 (Vacancies) of these Bylaws. Each Elected Trustee shall assume office at the commencement of the fiscal year immediately following their election and shall hold office for the term for which he or she is elected and until his or her successor shall be duly elected and qualified, or until his or her earlier resignation, removal or death.

Section 3. Annual and Regular Meetings. An annual meeting of the Board shall be held following or in conjunction with the Annual Meeting of the members at such time and place, either within or without the State of Ohio, designated by resolution of the Board, without notice other than as required by the Act, these Bylaws and such resolution. The Board may provide by resolution the time and place, either within or without the State of Ohio, for the holding of additional regular meetings of the Board without notice other than as required by the Act, these Bylaws and such resolution. Locations and sites for meetings of the Board shall be reasonably accessible to all Trustees.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or any two (2) Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Ohio, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any meeting of the Board shall be received by each Trustee by mail, overnight courier, facsimile (Telecopier), or other mode of written transmittal, not less than ten (10) days, if for a regular meeting, or two (2) days, if for a special meeting, before the time set for such a meeting, and must include the time, date, and place of such meeting. Any Trustee may waive notice of any meeting before, at or after such meeting.

Section 6. Quorum; Adjournment. A majority (>50%) of the voting Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the voting Trustees in office are present at said meeting, a majority of the voting Trustees present may adjourn the meeting from time to time without further notice. Notice of adjournment need not be given if the time and place to which it is adjourned are fixed and announced at a duly noticed meeting.

Section 7. Manner of Acting. The act of a majority of the voting Trustees present at a Board meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by law, the Articles of Incorporation or by these Bylaws. Each voting Trustee shall be entitled to one (1) vote on all matters submitted to a vote of the Board.

Section 8. Meeting Participation. To the extent permitted by the Act and as authorized by the Board, Trustees are expected to attend face-to-face meetings and participate in teleconference/WebEx meetings each calendar year. Officer Trustees shall be expected to participate in additional meetings

and teleconferences as requested by the Chair.

Section 9. Action by Unanimous Written Consent. As authorized by the Board, any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Any such consent shall be placed in the Association's minute book, or other appropriate books and records.

Section 10. Written Mail, Facsimile (Telecopier), or Electronic Ballot. Meetings of the trustees may be held at any place within or without the state, including by means of authorized communications equipment, unless the articles or regulations prohibit participation by directors at a meeting by means of authorized communications equipment. "Authorized communications equipment" means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or trustee involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 11. Minutes and Parliamentary Procedure. Minutes of each meeting of the Board shall be recorded by the Secretary and shall include results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board and shall be placed in the Association's minute book or other appropriate books and records. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that Robert's Rules of Order is not inconsistent with these Bylaws, rules adopted by the Board, the Association's Constitution, the Association's Articles of Incorporation, or the Act. If the Secretary is not present at any portion of a meeting, the Chair shall appoint another Trustee to record the minutes during that period.

Section 12. Resignation. Any Trustee may resign at any time by providing written notice to the Chair, Secretary or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 13. Removal. If, in the judgment of the Board, the interests (e.g., meeting attendance) of the Association would be served thereby, any Trustee may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the Trustee under consideration for removal.

Section 14. Vacancies. (a) If the Board creates a new Trustee vacancy by increasing the number of Trustees on the Board, that new Trustee position shall be filled by member vote pursuant to Article V Section 2 of these by-laws. Only persons identified and ~~vett~~vetted-evaluated by the ACRP Nominating Committee and approved by the Board shall be eligible for election to this new Trustee position unless no such candidate exists in which case, the Board may appoint a new member to the ABoT without prior review of the ACRP Nominating Committee. (b) If an existing Trustee position on the Board becomes vacant for any reason, that position may be either left vacant or filled for the unexpired portion of the term as decided by a majority vote of the remaining Trustees. If the Trustees vote to fill the vacancy, they shall, by majority vote, appoint a successor from a list of potential Trustees previously identified and ~~vett~~vetted-evaluated by the ACRP Nominating Committee and approved by the Board unless no such candidate exists in which case, the Board may appoint a new member to the ABoT without prior review of the ACRP Nominating Committee. That appointed successor Trustee will complete the unexpired term of the vacant Trustee seat and will be considered a first term Trustee no matter the how much time is left in the vacated term s/he is filling.

Upon completing this first term appointment, that Successor Trustee will be considered for additional term renewals through the standard Governance Committee procedures as outlined in the ACRP Policy BRD-06-02.09a - Process for the Review of Renewing Trustees.

Section 15. Authority of Board. All powers and authority to act on behalf of the Association, manage the affairs of the Association or exercise the powers of the Association shall be vested in the Board, unless otherwise reserved for the members of the Association by law (including the Act), in these Bylaws or in the Association's Articles of Incorporation. Powers and authority currently reserved for the members by law include, but are not limited to, election of the Trustees, dissolution of the Association, amendments to the Association's Articles of Incorporation and a merger or consolidation of the Association.

Article VI Officers

Section 1. Definition. The Officers of the Association consist of the Chair, Vice-Chair, Immediate Past Chair, Secretary (if an elected Trustee), Treasurer and such other offices as may be defined and created by the Board from time to time in its sole discretion. No two offices may be held by the same individual at the same time with the exception of the Public Member who may hold an Officer position and maintain his/her status as Public Member having one vote and counted as one Trustee. The Officers of the Association shall also operate as the Executive Committee. All Officers shall serve for a one (1)-year term. Subject to any term restrictions provided in Article V (Board of Trustees), Section 2 (Composition, Term of Office, and Qualifications), the terms of all offices, including, without limitation, Chair, Vice- Chair, and Immediate Past Chair, are not renewable. Only Active Members in good standing shall be eligible to serve as Officers, however, as stated herein above, Active Membership is not required to serve as the Secretary of the Association or Public Member. All Officers must be at least twenty-one (21) years of age, but need not be residents of the State of Ohio.

Section 2. Election. The Vice-Chair and Treasurer shall be elected on an annual basis by the Trustees currently in office by the affirmative vote of a majority of the Trustees present at a Board meeting at which a quorum is present. The Vice-Chair and Treasurer shall be elected at the Annual meeting of the Board (except as provided for in Article VI (Officers), Section 5 (Vacancies) of these Bylaws. Upon completion of the term, the Vice-Chair shall succeed automatically to the office of Chair. Upon completion of his or her term as Chair, the Chair shall succeed automatically to the office of Immediate Past Chair and shall hold such office until his/her immediate successor is duly qualified. The Secretary, who shall be appointed annually by the Board, and the Treasurer shall serve a one (1)-year term (except as provided for in Article VI (Officers), Section 5 (Vacancies) of these Bylaws). The Treasurer may maintain his/ her regular trustee term of service while serving in the role of Treasurer but shall only have one ex -officio vote. If he /she decides not to run for Treasurer, he/she may continue serving out his/her term as a Trustee or apply to renew if eligible. If he /she decides to run for Treasurer for a subsequent one year term and is re-elected by the ABoT, the one year term as Treasurer will also count as one year toward his/her regular term.

Section 3. Resignation. Any Officer may resign at any time by providing written notice to the Chair, Secretary or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Removal. If, in the judgment of the Board, the interests of the Association would be served

thereby, any Officer may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the Officer under consideration for removal.

Section 5. Vacancies. Any vacancy in the Chair position due to death, resignation, removal, disqualification, or otherwise shall be filled by the Vice-Chair for the unexpired portion of the term. In the event the Vice-Chair is unable or unwilling to fill the unexpired portion of the Chair's term, then the Immediate Past Chair shall fill the unexpired portion of the Chair's term. In such event, the office of Immediate Past Chair shall remain vacant for the unexpired portion of the Immediate Past Chair's term immediately following his or her succession to the office of Chair. If the Immediate Past Chair is unable or unwilling to fill the unexpired portion of the Chair's term, the Board shall elect a new Chair. Any other vacancy in any other office due to death, resignation, removal, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term. Vacancies may be filled or new offices may be created and filled at any meeting of the Board. Such action shall be effected by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present.

Section 6. Chair. The Chair shall serve as the senior elected officer of the Association and shall in general supervise and have charge of all of the affairs of the Association. The Chair shall preside at all meetings of the Board and the membership and shall be the Chair of the Board. The Chair may sign any contracts, deeds, mortgages, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Association. The Chair in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board from time to time.

Section 7. Vice-Chair. The Vice-Chair shall assist the Chair in the performance of his or her duties; serve in an advisory capacity; assume the position of Chair pro-tem in the Chair's absence, incapacitation, or resignation; and, in general perform all the duties incident to the office of Vice-Chair and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 8. Immediate Past Chair. The Immediate Past Chair shall assist the Chair in the performance of his or her duties by providing continuity, advice and other assistance to the Chair; and, in general perform all the duties incident to the office of Immediate Past Chair and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 9. Treasurer. The Treasurer of the Association shall serve ex-officio with vote as the Chair of the Finance Committee. The Treasurer shall have charge of and be responsible for oversight of the finances of the Association and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board. The Treasurer shall be responsible for working with staff and the Finance Committee to review and recommend an annual operating budget of the Association to the Board, to be approved by the Board each year prior to the commencement of the Association's fiscal year. The Treasurer shall be responsible for preparing and distributing annual financial reports of the Association to the Board. If authorized by the Board, the Treasurer may obtain a surety bond on behalf of the Association.

Section 10. Secretary. The Secretary shall be responsible for the recordation and keeping of the minutes of the meetings of the Board and the membership; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of the Association; be the custodian of the seal of the Association, and in general perform all the duties incident to the office of Secretary. The Secretary

may be a Trustee or an employee of the Association. Voting privileges of the Secretary are defined in Article V, Section 2.

Section 11. Delegation of Duties. One (1) or more duties of any Officer of the Association may be expressly delegated by the Board to one (1) or more other Officers or to one (1) or more employees or agents of the Association, provided, however, that if such delegation is not to another Officer, then the Officer shall supervise the actions of such employee(s) or agent(s). Actions taken by Officers, employees or agents of the Association shall in all instances be subject to Article XIV (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

Article VII Committees and Chapters

Section 1. Committees of the Board. The Board may define and create one (1) or more committees ("Board Committees"), each of which shall consist of only Trustees and shall have no less than three (3) members, to perform tasks specified by the Board. Such committees of the Board, to the extent provided by the Board, shall have and exercise the authority of the Board in the management of the Association. The Board shall appoint the Chair and the members of each such committee. The Chair may act under the authority of the Board and perform a more expedited appointment of a committee Chair or members, such appointment(s) to be ratified at the next Board meeting. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Association would be served by such removal.

Section 2. Other Committees and Chapters. The Board may define and create such other committees and chapters of the Association not having and exercising the authority of the Board in the management of the Association, to perform tasks specified by the Board. Except as otherwise provided by the Board, members of each such body must be Active members of the Association. The Board may appoint the Chair and the members of each such body from the proposed slate. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Association would be served by such removal.

Section 3. Scope. All references herein to "committee(s)" or "chapter(s)" of the Association shall refer to international committees, interest groups, and chapters of the Association that are authorized by and constituted pursuant to these Bylaws and as are further defined by the Board in its sole discretion. In no instance shall such terms refer to a committee, interest group, or chapter that is not specifically authorized by and constituted pursuant to these Bylaws.

Section 4. Governance. All committees and chapters shall be structured and governed as determined by the Board in its sole discretion, subject to the terms and provisions of these Bylaws, the Association's Articles of Incorporation, and the Act.

Section 5. Limitation on Delegated Authority. Actions taken by all committees and chapters of the Association shall in all instances be subject to Article XIV (Declaration of Policy) of these Bylaws, relating

to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

Article VIII Employees

The Board shall hire and the Association shall employ, on a full or part-time basis, an Executive Director of the Association, on the terms and conditions to be defined by the Board. The Executive Director shall report to the Board. The Executive Director shall be subject to the evaluation of the Board according to the terms of the Board. The Executive Director shall be provided with the primary responsibility for hiring, terminating, supervising, and evaluating all other employees of the Association. Such other employees may be hired by the Executive Director on a full or part-time basis, on a temporary or permanent basis, and on an employment or contract basis, as determined by the Executive Director. With the exception of the Secretary, when held by the Executive Director, no Trustee or Officer shall concurrently serve the Association in an employment capacity. The Executive Director shall be in charge of and responsible for supervising and managing the day to day affairs of the Association and implementing the policies and the objectives of the Association approved by the Board. Furthermore, the Board may also hire and the Association may employ, on a full or a part-time basis, the Secretary of the Association, on terms and conditions to be defined by the Board. The duties and responsibilities of the Secretary are defined in Article VI (Officers), Section 10 (Secretary) hereof.

Article IX Compensation

Trustees, individuals appointed to a Board Committee or Regular Committee, and Officers (other than the Secretary) shall not receive any salary for their services as Trustees, Committee members, and Officers. By resolution of the Board, reimbursement to Trustees, individuals appointed to a Board Committee, and Officers of expenses of attendance, if any, may be permitted for one (1) or more regular or special meetings of the Board, Committee(s) or otherwise fulfilling his or her duties to ACRP. Trustees shall not be compensated for work undertaken on behalf of the Association.

Article X Finances

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year or such other period established by the Board.

Section 2. Contracts. The Board may authorize any Officer or Officers, or agent or agents, of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 3. Obligation to Pay Dues and Effect of Non-Payment. Membership herein carries a definite obligation to pay annual membership dues as established by the Board. Membership in the Association may be, at the discretion of the Board, renewable annually without notice. Dues are not refundable for any reason whatsoever. Membership is due annually on an anniversary basis. If payment is not received by the member's due date the member is delinquent and his or her good standing is in jeopardy. If the member has not cured their delinquency within 15 days after their due date the delinquent member shall lose his or her good standing status as a member and be removed from the membership. All benefits and privileges, including the right to vote, serve on a committee(s), interest group(s) or task force(s), will also be

revoked until the member pays the delinquent dues in full and has his or her good standing status reinstated.

Article XI

Books and Records

The Association shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board and all committees having any of the authority of the Board.

Article XII

Notice; Waiver of Notice

Section 1. Notice. Unless another form of notice is required by the Articles of Incorporation, the regulations or these Bylaws, or by applicable law, any notice shall be in writing and shall be delivered personally or sent by telegram, telecopy or electronic mail transmission or by United States mail, express mail or courier service, with postage or fees prepaid. If notice is given by personal delivery or transmitted by telegram, telecopy or electronic mail, the notice shall be deemed to have been given when successfully transmitted. If notice is sent by United States mail, express mail, or courier service, the notice shall be deemed to have been given when deposited in the mail or with the courier service.

Section 2. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Act, the Association's Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

Article XIII

Conflict of Interest

Section 1. Conflict of Interest Transaction. A conflict of interest transaction is a transaction with the Association in which a Trustee has a direct or indirect personal interest. A Trustee has an indirect personal interest in a transaction if (i) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction, or (ii) another entity of which he or she is a director, officer, employee, or trustee is a party to the transaction and the transaction is or should be considered by the Board or a Board Committee.

Section 2. Disclosure. Each Trustee, diligently and in good faith, shall seek to disclose or otherwise make known to the member(s), the Board, or a Board Committee the material facts of any conflict of interest transaction and the Trustee's interest therein.

Section 3. Recusal. Each Trustee, diligently and in good faith, shall seek to recuse himself or herself from any vote of the Board or a Board Committee, involving any conflict of interest transaction, provided, however, that the failure of a Trustee to recuse himself or herself from any vote does not affect the validity of any vote if the transaction otherwise is authorized, approved, or ratified in accordance the Act.

Section 4. Non-Exclusive. This Article XIII is intended to supplement, but not to replace, any federal and state laws governing conflicts of interest applicable to nonprofit corporations, or any applicable policy of the Association.

Article XIV Declaration of Policy

Responsibility and authority for any declaration of Association policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Members of committees or chapters of the Association are not authorized directly or indirectly to commit the Association in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as herein otherwise provided, shall have control of the affairs of the Association, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Association.

Article XV Limitation of Liability and Indemnification

Section 1. Limitation of Liability. The personal liability of the Trustees, Officers and employees of the Association and the members of all Board Committees is hereby eliminated to the fullest extent permitted by the Act and the Code, to the extent such personal liability arises (i) by reason of the fact that the person being held personally liable is or was a Trustee, Officer, employee, or a member of a Board Committee of the Association, and (ii) arise from acts done or omissions made within the scope of the duty to the Association, in good faith by such person and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association.

Section 2. Indemnification. The Association shall, to the fullest extent permitted by the Act and the Code, save, indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit, by reason of the fact that he or she is or was a Trustee, Officer or employee of the Association or a member of a Board Committee or Regular Committee, and arising out of or based on acts done or omissions made within the scope of the duty to the Association, in good faith by such person and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association, against all of the expenses and liabilities (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit. The indemnification provided for herein shall be deemed not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Trustee, Officer or employee of the Association or a member of a Board Committee or Regular Committee, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such a person. The Association shall be authorized but not required to purchase insurance for the purpose of such indemnification.

Article XVI Duration and Dissolution

Section 1. Duration. The duration of the Association shall be perpetual, except that it may be dissolved in the manner provided by the Act and these Bylaws.

Section 2. Dissolution. Before the Association may be dissolved, the Board must first adopt, by not less than two-thirds (2/3) of those casting their votes at a properly noticed meeting of the Board at which a quorum is present, a resolution recommending the dissolution of the Association in accordance with the Act. Upon such approval, a motion for dissolution shall be submitted to a vote of the membership. The motion shall be deemed passed by the membership only if approved by the affirmative vote of a majority of the voting members of the Association in good standing casting their votes at a properly noticed meeting of the membership or through electronic ballot at which a quorum of 50 or 2.5% whichever is smaller is present (see Article IV, Section 10 Quorum; Adjournment and Section 11 Manner of Action.)

Section 3. Distribution of Assets. Upon the dissolution of the Association, and after paying or making provision for the payment of all the liabilities of the Association, the Board shall distribute all the assets of the Association for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or such assets shall be distributed to the Federal government, or to a state or local government, for a public purpose, in such manner as the Board shall determine.

Article XVII Amendments

Section 1. Amendments. The Association reserves the right, from time to time, to amend, alter, or repeal any of these Bylaws as may be authorized by the laws of the State of Ohio at the time in force, and provisions may be added or inserted in the manner and at the time prescribed by said laws. All rights at any time conferred upon the Trustees, Officers or employees of the Association by these Bylaws are granted subject to the provisions of this Article XVII (Amendments). These Bylaws may only be amended, altered or repealed, in whole or in part, and one (1) or more new Bylaws adopted in addition to, or in lieu thereof, from time to time by the affirmative vote of a majority of the Trustees at a properly noticed meeting of the Board at which a quorum is present. Notwithstanding the foregoing, such Board action may be effected pursuant to Article V (Board of Trustees), Sections 9 (Action By Unanimous Written Consent) or 10 (Written Mail, Facsimile (Telecopier) or Electronic Ballot) of these Bylaws or as otherwise permitted by the Act.

Section 2. Authority. Any action taken or authorized by the Board, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Trustees required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws temporarily had been amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Section 3. Review. The Board shall review these Bylaws and make any amendments deemed necessary at least every three years, beginning in 2016.

Article XVIII Other Governance Documents

These Bylaws, including all amendments hereto, shall at all times be in conformance with and subservient to the Articles of Incorporation. Any conflict or ambiguity with respect to these Bylaws and the Articles of Incorporation shall be resolved in favor of and with reference to the Articles of Incorporation.

Article XIX
Governing Law

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Ohio.

Article XX
Headings

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

Article XXI
Severability

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full force and effect.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the Amended and Restated Bylaws of the Association of Clinical Research Professionals, Inc., an Ohio nonprofit corporation, as in effect on the date hereof.

WITNESS my hand and the seal of the corporation this 25th day of October, 2019.

ACRP Secretary